MARVEL

EPIC COLLECTION

the AMAZING SPIDER-MAN

BAGS + RE 92

INVASION OF THE SPIDER-SLAYERS

THOMAS • MICHELINIE • BAIR • BAGLEY • JOHNSON

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the AMAZING SPIDER-MAN

INVASION OF THE SPIDER-SLAYERS

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AMAZING SPIDER-MAN #368-377 & ANNUAL #27,
SPIDER-MAN/DR. STRANGE: THE WAY TO DUSTY DEATH AND
SPIDER-MAN SPECIAL EDITION: THE TRIAL OF VENOM

AMAZING SPIDER-MAN

INVASION OF THE SPIDER-SLAYERS

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"PREPARE YOURSELF FOR...ANNEX"
"DEAD RECKONING"
"THE LIZARD MUST BE DESTROYED"
"ESTRANGEMENTS AND REUNIONS"

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WELCOME TO THE DEATH DIMENSION

Somewhere beyond time and space is a phantasmagoric landscape populated by demons, evil wizards and damsels in distress. A netherworld where the forces of darkness rule supreme. A nightmare realm where Spider-Man and Doctor Strange must wage a very personal battle, with the fate of the entire universe at stake. Welcome to the Death Dimension. No one gets out alive.

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MARVEL® COMICS

SPIDER-MAN/DR. STRANGE: THE WAY TO DUSTY DEATH

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SPIDER-MAN
DR. STRANGE®

MARVEL COMICS

THE WAY TO DUSTY DEATH

SPIDER-MAN
DR. STRANGE

THE WAY TO DUSTY DEATH

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LIFE'S FUNNY, Y'KNOW?

NOT "FUNNY/HA-HA."

FUNNY, AS IN "WEIRD."

DON'T MIND ME. I TEND TO GET MOROSE LIKE THIS EVERY YEAR ON THIS SAME NIGHT.

YOU SEE, IT'S THE ANNIVERSARY OF THE DEATH OF MY UNCLE, BEN PARKER.

EACH YEAR I START BROODING ABOUT HOW HE'D STILL BE ALIVE, IF I'D JUST REACHED OUT AND GRABBED A THIEF I SAW RUNNING DOWN A TV STUDIO CORRIDOR.

ALL I HAD TO DO WAS STRETCH OUT A NEWLY SPIDER-POWERED HAND...

...AND, WEEKS LATER, THAT HUMAN SCUM WOULDN'T HAVE BEEN AROUND TO SHOOT DOWN UNCLE BEN IN COLD BLOOD WHEN HE WAS CAUGHT BURGLARIZING OUR HOUSE.

SEE, I TOLD YOU I GET MOROSE.

THAT'S WHY I'M SQUATTING UP HERE ATOP THE QUEENSBORO BRIDGE... ABOUT AS FAR FROM OTHER PEOPLE AS YOU CAN GET IN THE BIG APPLE WITHOUT BEING ABLE TO FLY.

AND YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN CAN DO A LOT OF THINGS...

...BUT FLYING ISN'T ONE OF THEM.

ALSO, BEING UP HERE IS MY WAY OF NOT GOING TO THE CEMETERY IN QUEENS TO VISIT MY UNCLE'S GRAVE.

I'VE BEEN PUTTING THAT OFF ALL DAY.

I SHOULD'VE GONE THERE WITH AUNT MAY.

INSTEAD, I WOUND UP HERE...

...REMINDING MYSELF THAT IT WAS AT ANOTHER BRIDGE--

--THE GEORGE WASHINGTON-- THAT MY OLD GIRLFRIEND, GWEN STACY, DIED AT THE HANDS OF THE GREEN GOBLIN.

REMEMBERING THAT SUDDENLY MAKES ME RESOLVE TO GO TO THE CEMETERY.

BUT INSTEAD, I STAY RIGHT WHERE I AM.

AND THAT'S WHY I'M AROUND TO SEE SOMETHING...

...FAR, FAR BELOW...

...ON THE WALKWAY.

A WOMAN.

YOUNG.

BEAUTIFUL.

NOT EXACTLY DRESSED FOR A STROLL ACROSS THE BRIDGE, BUT HEY--THIS IS NEW YORK.

JUST AS I SPOT HER, SHE TURNS TOWARD THE RIVER.

SLOWLY, CALMLY, DELIBERATELY, SHE CLIMBS THE RAILING...

...AND ALL OF A SUDDEN, I KNOW WHAT SHE CAME THERE TO DO.

NOT THAT THAT MEANS I'M FAST ENOUGH TO STOP HER.

BUT AS I LEAP OFF MY PERCH, SPINNING OUT A WEBLINE AS I GO, I DON'T SEE HER AT ALL.

I SEE GWEN.

GWEN, WHO WAS KILLED BY THE VERY HEIGHT FROM WHICH SHE FELL, EVEN THOUGH I CAUGHT HER.

THIS TIME, AT LEAST, I CATCH THE WOMAN BEFORE SHE GAINS TOO MUCH MOMENTUM.

I SWING INTO HER, AT AN ANGLE, TO CUSHION THE IMPACT.

COULD I HAVE SAVED GWEN BY DOING THAT, YEARS AGO?

SURE I COULD HAVE.

JUST LIKE I COULD HAVE SAVED UNCLE BEN.

TAKE IT EASY, LADY... I'VE GOT YOU.

YOU'RE SAFE NOW.

NOOOO!

HEY! DON'T--

I DON'T KNOW ABOUT YOU, BUT WHEN SOMEBODY TRIES TO CLAW MY EYES OUT, IT TENDS TO THROW OFF MY TIMING.

SO I SLAM INTO THE SIDE OF THE BRIDGE.

MMFFF--!

ALWAYS THE GENTLEMAN, THOUGH.

THUNK

I MANAGE TO TAKE THE BRUNT OF THE CRASH.

THINKING OF MY WIFE REMINDS ME THAT I OUGHT TO GET BACK TO HER SOMETIME TONIGHT.

PREFERABLY NOT WITH AN ILL-CLAD WOULD-BE SUICIDE IN MY ARMS.

MARY JANE WOULD BE PROUD.

BUT THAT MAY NOT BE AS EASY AS IT OUGHT TO BE FOR A GUY WITH SPIDER-POWERS.

LET ME GO!

I WANT TO DIE!

FOR A MOMENT, I'M TEMPTED TO SLUG HER...

...YOU KNOW, THE WAY THEY SAY LIFEGUARDS OFTEN HAVE TO DO TO STOP A DROWNING SWIMMER FROM FIGHTING THEM.

WITH MY LUCK, THOUGH, I'D JUST GIVE HER A BLACK EYE AND I'D END UP WITH A NASTY LAWSUIT.

SO I DO THE NEXT BEST THING...

...AND JUMP BACK ONTO THE BRIDGE.

...CONSIDERING ALL THE ONCOMING TRAFFIC WE COME DOWN IN THE MIDDLE OF!

HOLY--!

SKREEEEEEEEEE

NOTHING LIKE THE SIGHT OF A GUY IN LONG UNDERWEAR CARRYING A NEARLY NAKED FEMALE FOR CAUSING A BACK-UP ALL THE WAY TO THE PARK PLAZA HOTEL.

EVERYBODY STAY IN YOUR CAR!

I'LL BE OUT OF YOUR HAIR AS SOON AS I--

AND WHEN WILL YOU BE OUT OF MY HAIR, SPIDER-MAN?

HONNNK

BEEEEEEP

HONNK

CONSCIOUS, AGAIN, HUH? GOOD! THEN WE CAN--

HEY! DON'T I KNOW YOU?

THE FORCE OF THE LEAP MAKES HER BLACK OUT FOR A FEW SECONDS, WHICH IS JUST AS WELL...

DO YOU KNOW ME? HAHAHAHAHAHAHAHA

THAT'S RICH-- AFTER ALL YOU'VE DONE TO MY LIFE!

AFTER ALL I--?

SURE! YOU'RE MELINDA MORRISON, RIGHT?

THE SCARLET WITCH AND I SAVED YOU FROM THAT NECROMANTIC NUTCASE, XANDU!*

* XANDU APPEARED IN SPIDEY ANNUAL #2, MARVEL TEAM-UP #21, AND MARVEL FANFARE #6.-- ROB.

DID YOU, SPIDER-MAN?

CAN YOU STILL SAY THAT-- AFTER YOU LOOK BEHIND YOU?

HEY! COME BACK HERE!

WHAT DO YOU MEAN, LOOK BEHI--

EVEN MONEY WHETHER I'D HAVE RECOGNIZED WHAT I SEE MATERIALIZING, IF I HADN'T REMEMBERED MELINDA FIRST.

AS IT IS--NO PROBLEM.

APPARENTLY, THEY'RE AFTER HER AGAIN.

POOR KID. BUT HOW DID SHE MEAN TO ESCAPE DEATH DEMONS-- BY FLINGING HERSELF OFF A BRIDGE?

OH.

THEY'RE A BUNCH OF DEMONS, NO LESS, FROM THE DEATH DIMENSION--

--THE ONES WHO GRABBED XANDU IN TRADE FOR MELINDA, AFTER HE BROUGHT HER BACK TO LIFE!

TIME ENOUGH TO UNTANGLE THAT ONE LATER.

RIGHT NOW, I'D BETTER SLOW DOWN THOSE UGLIES WITH A FAT DOSE OF WEBBING.

YEESH!

I SLOWED 'EM UP, ALL RIGHT...

... ABOUT HALF A SECOND!

LUCKILY, I'VE STILL GOT A FEW OTHER TRICKS UP MY COBWEBBED SLEEVE.

MELINDA--

-- RUN FOR IT!

I'LL KEEP THESE CHARACTERS BUSY--

--EVEN IF I *DON'T* HAVE ANY IDEA WHAT'S GOING ON AROUND HERE!

CHANCES ARE, THESE GUYS COULD TEAR ME APART IF THEY GOT HOLD OF ME...

... BUT WHO SAYS THEY'RE GONNA GET THE CHANCE?

KEEP IT MOVING, SPIDEY...

GIVE MELINDA AND ANYBODY ELSE ON THE BRIDGE A GOOD HEAD START.

FACT IS, I WOULDN'T MIND JOINING THEM...

... AS STILL MORE DEMONS COME POURING OUT OF A BRAND NEW HOLE THAT SUDDENLY APPEARS OUT OF NOWHERE...

... CAUSING SHOCK WAVES THAT DO GREAT THINGS FOR MY EQUILIBRIUM.

MELINDA SHOULD BE NEARLY TO THE 79TH STREET SIDE BY NOW.

POOR KID. SHE SPENT YEARS BEING DEAD, AND ONLY CAME BACK TO LIFE BY A FLUKE...

... FOR THIS?

I JUST REALIZED, THOUGH ...

LAST TIME OUT, THESE GIGER REJECTS TOOK XANDU, IN EXCHANGE FOR MELINDA.

IF THEY ARE CHASING HER, AND SHE GETS AWAY, WHO'RE THEY GOING TO TAKE BACK WITH THEM THIS TIME?

THREE GUESSES...

... AND THE FIRST TWO DON'T COUNT.

WHAT'S THAT WOMAN DOING DOWN THERE??

SHE LOOKS AS IF SHE'S ABOUT TO--

SHE DID!

SHE'S THROWN HERSELF IN THE PATH OF THAT BUS!

SKREEEE

GOOD THING I WAS WATCHING ON THE *ORB OF AGAMOTTO.*

CAN'T HAVE ANYBODY SEE ME SCOOPING HER UP, THOUGH.

MY SPELL OF INVISIBILITY SHOULD CONVINCE ONLOOKERS IT WAS JUST A SUDDEN GUST OF WIND THAT BLEW HER OUT OF HARM'S WAY.

SHE'S FIGHTING ME, THOUGH, FOR SOME REASON.

PROBABLY HYSTERIA-- THE KIND THAT MAKES A DROWNING MAN LASH OUT AT A LIFEGUARD.

I DON'T HAVE TIME TO ARGUE WITH HER--

--SO I PUT HER TO SLEEP-- INSIDE A MYSTIC SPHERE WHICH RENDERS HER INVISIBLE, AS WELL.

MYSELF, I'M GOING TO BE BUSY.

BY THE HOARY HOSTS OF HOGGOTH!

THIS MAY BE A BIT TRICKIER THAN I IMAGINED.

I'M GOING TO NEED TO CAST A MAJOR INCANTATION TO TAKE CARE OF THIS PLAGUE OF DEMONS.

IF ONLY--

SPIDER-MAN!

CAN YOU JUMP ABOUT TWENTY FEET STRAIGHT UP?

STUPID QUESTION.

IF HE CAN'T-- WHO CAN?

AND I WOULDN'T WANT TO BE THE FIRST OF THOSE LIVING GARGOYLES TO LEAP UP AFTER HIM.

DR. STRANGE, RIGHT?

I'D RECOGNIZE THAT CORNY "HOGGOTH" LINE ANYWHERE!

THEN PERHAPS I SHOULD EXPAND ON IT A BIT...

MAY THE GHOST-WHITE HAND OF HOGGOTH--

WHICH NEEDS NO SPEAR OR SWORD--

--REACH DOWN AS ONLY HOGGOTH DOTH--

GONE--HURLED OUT OF OUR PLANE, BACK ONTO THEIR OWN!

AND SMITE THIS DEMON HORDE!

THOSE THINGS WEREN'T AS FORMIDABLE AS THEY LOOKED.

SOMETIMES YOU JUST HAVE TO KNOW HOW TO *TALK* TO PEOPLE.

I RETRIEVE THE YOUNG WOMAN--AND THIS TIME I RECOGNIZE HER.

IF IT'S ALL RIGHT WITH YOU, SPIDER-MAN, WE'LL TAKE MELINDA TO MY MANSION IN GREENWICH VILLAGE.

BE YOUR GUEST, DOC.

YOU'RE A KNOWN SIGHT ON THE MANHATTAN SKYLINE.

IF IT'S ALL THE SAME WITH YOU, I'D JUST AS SOON NOT BECOME ONE.

IN FACT, I'LL TURN YOU INVISIBLE--INTANGIBLE, TOO--

--LONG ENOUGH TO PASS THROUGH MY "WINDOW ON THE WORLDS."

IT STILL TICKLES, THOUGH.

I'LL SUSPEND HER HERE, FOR THE MOMENT.

SHE INDICATED THAT OUR OLD FRIEND XANDU SENT THOSE DEMONS AFTER HER?

YEAH. ONLY, I UNDERSTOOD HE'D BEEN HAULED OFF TO SOME "DEATH DIMENSION" THE LAST TIME WE TANGLED.

DO YOU THINK MAYBE--

BUT DO YOU BOTH HAVE TO STAY INVISIBLE?

FIRST THINGS FIRST, SPIDER-MAN.

WILL YOU AND YOUR GUEST BE HAVING TEA, MASTER?

YES, THANK YOU, WONG.

THEN WE WON'T BE NEEDING YOU ANYMORE TONIGHT.

AT MY SILENT COMMAND, THE *EYE OF AGAMOTTO* FLOATS FORTH FROM THE AMULET AROUND MY NECK.

UTILIZING IT, AND MY OWN KNOWLEDGE FROM MY DAYS AS A SURGEON, I SWIFTLY GIVE MELINDA MORRISON AS THOROUGH A PHYSICAL AS SHE'S HAD IN YEARS.

SHE'S ALIVE.

YET, WHEN I LAST SAW HER, SHE WAS VERY DEFINITELY DEAD--

-- EVEN IF XANDU REFUSED TO BELIEVE SHE WAS.

THERE ARE VERY POWERFUL FORCES AT PLAY HERE, SPIDER-MAN...

... AND FAR MORE THAN EVEN A WOMAN'S LIFE MAY VERY WELL BE AT STAKE!

I SEE YOU'VE GOT THE *CRYSTAL OF KADAVUS* THAT XANDU TRIED TO STEAL FROM YOU THAT TIME...

...AND HERE'S THE GOOD OL' *WAND OF WATOOMB* THAT I TURNED OVER TO YOU FOR SAFEKEEPING AFTER--

YYEEEEEEEEOWWW!

BOY! I SHOULD'VE KNOWN YOU'D HAVE A PROTECTIVE SPELL AROUND--

HUH?

DOC!

ONE OF THOSE HORNED DEMONS FOLLOWED US HOME--!

NOT EXACTLY, WALL-CRAWLER.

THIS IS RINTRAH, MY APPRENTICE FROM THE PLANET R'VAAL.

YOUR--?

I FEARED PERHAPS THE MANSION WAS UNDER ATTACK, MASTER.

AS YOU WISH, MASTER.

NICE TO SEE YOU'RE ON YOUR TOES--OR HOOVES.

BUT SPIDER-MAN AND I HAVE PRIVATE BUSINESS THIS EVENING.

IT HAS BEEN AN HONOR TO MAKE YOUR ACQUAINTANCE, SPIDER-MAN.

DON'T TAKE THIS THE WRONG WAY, DOC...

...BUT YOUR PLACE GIVES ME THE CREEPS!

I SUPPOSE IT WOULD TAKE A BIT OF GETTING USED TO, FOR ONE NOT SCHOOLED IN THE MYSTIC ARTS.

BUT I WAS ABOUT TO USE AGAMOTTO'S EYE TO PROBE MELINDA'S UNCONSCIOUS MIND...TO LEARN WHAT BROUGHT HER--

--TO THE QUEENSBORO BRIDGE.

DOC KNOWS HIS STUFF! A COUPLE OF SECONDS, AND THE IMAGES START TO FORM...

HEY! I KNOW THAT PLACE-- A USED BOOKSTORE NOT FAR FROM HERE!

QUITE A FEW YEARS BACK, JUDGING BY THE CLOTHES AND CARS.

SECOND LOOK
USED BOOKS

AND INSIDE -- THAT GUY IN THE CAPE AND HEADDRESS HARANGUING AN AUDIENCE OF BIBLIOPHILES--

IT'S XANDU -- LOOKING YOUNGER THAN I REMEMBER HIM!

MUST BE SOME KINKY LECTURE ON BOOKS ABOUT THE OCCULT.

WHOOPS! HOPE DOC ISN'T READING MY MIND!

AND THERE'S MELINDA IN THE FRONT ROW -- TOTALLY ENRAPTURED.

LOVE AT FIRST SIGHT, PROBABLY.

LECTURE'S OVER. TOO BAD THERE'S NO AUDIO TO GO WITH THIS VISUAL.

I'D LOVE TO HEAR XANDU'S PICKUP LINES.

NOT THAT I'D HAVE ANY USE FOR 'EM ANYMORE, OF COURSE.

STILL LATER, HUH? WELL, HE'S A FAST WORKER, I'LL GIVE HIM THAT.

THAT'S THE SAME DRESS HE'S HELPING HER OUT OF.

...AND SO, ONCE AGAIN, THE FAITHFUL SORCERER'S APPRENTICE IS SHUNTED ASIDE... LEFT OUT OF FORTHCOMING ENDEAVORS.

RINTRAH, FUTURE MASTER OF THE MYSTIC ARTS, MAY AS WELL TAKE A WALK THROUGH WASHINGTON SQUARE PARK.

LET ME SEE: WHOSE FACE AND FORM SHALL I MAGICALLY DON TONIGHT, FRESH FROM THE FLICKERING IMAGES ON "THE LATE LATE SHOW"?

BOGART?

JAMES DEAN?

PERCHANCE ELVIS?

MARILYN, EVEN?

NO STOPPING TRAFFIC

ONE WAY

...MUST BE SOME TIME LATER. I REMEMBER-- MELINDA BECAME XANDU'S DISCIPLE-- AS WELL AS HIS LOVER.

HE'S DOING SOME KIND OF HOCUS-POCUS--

--WHEN SOME OF HIS MAGICAL ENERGY GOES ASTRAY--

--AND HITS MELINDA!

SHE CRUMPLES--

XANDU RUNS TO HER-- BUT IT'S TOO LATE. THE TORTURE IN HIS FACE--

LORD, COULD IT BE HE ACTUALLY LOVED HER?

WE KNOW NOW THAT SHE DIED IN THE INSTANT THE RICOCHETING SPELL STRUCK HER-- BUT XANDU CONVINCES HIMSELF IT WAS ONLY A TRANCELIKE SLEEP THAT JUST **LOOKED** LIKE DEATH.

SO HE BUILDS A TRANSPARENT SHELTER TO PROTECT HER...

... AND DEVOTES THE NEXT SEVERAL YEARS TO LOOKING FOR A CURE.

YES... DEFINITELY MARILYN.

IT WILL TAKE ME BUT A FEW MOMENTS TO MYSTICALLY WEAVE THE IMAGE AROUND ME...

BY THE WARP AND WOOF!

DEMONS!

BOY, DOES THIS TAKE ME BACK!

SEEMS LIKE A ZILLION YEARS AGO SINCE DOC AND I MET-- AFTER XANDU'D STOLEN STRANGE'S HALF OF THE WAND OF WATOOMB.

WE TEAMED UP TO STOP HIM--IN ANOTHER DIMENSION, YET--BUT IT TOOK A WHILE TO ACCEPT THE FACT THAT THE WHOLE CAPER HADN'T BEEN JUST A BAD DREAM.

DOC WIPED XANDU'S MEMORY CLEAN, CONFISCATED THE DE-ENERGIZED WAND, AND FIGURED THAT WAS THE END OF IT.

ONLY IT WASN'T, OF COURSE.

MONTHS LATER, HIS MEMORY RETURNED, XANDU HYPNOTIZED ME INTO STEALING THE CRYSTAL OF KADAVUS FROM DOC. HE USED IT TO REGENERATE THE WAND--

--BELIEVING IT WOULD AWAKEN MELINDA FROM HER "TRANCE." THIS WAS THE FIRST WE KNEW ABOUT HIS LATE GIRLFRIEND.

IT DIDN'T WORK, THOUGH--AND DOC EXPLAINED WHY.

MELINDA HADN'T PASSED ALL THOSE YEARS IN A SLEEP RESEMBLING DEATH--

--BUT IN A KIND OF DEATH RESEMBLING SLEEP!

THE DEMONS--BEARING ME BACK INTO THE *HOUSE!*

THEY WERE LURKING OUT HERE--WAITING TO GAIN *ENTRY!* *MASTER!*

DOC AND I WERE DOPES TO LET XANDU GO FREE--JUST BECAUSE HE SEEMED TO GO MAD, SOBBING OVER MELINDA'S CORPSE.

LATER, HE MENTALLY PUT HER SPIRIT INTO THE BODY OF WANDA MAXIMOFF -- THE SCARLET WITCH.

SEEMS HE COULD REANIMATE HER BODY, BUT NOT HER SOUL -- SO HE DECIDED TO SETTLE FOR WHAT HE COULD GET.

A REAL SWEET GUY.

XANDU SHOEHORNED HIS OWN MIND INTO WANDA'S BOD, AND ZAPPED ME INTO HIS DIMENSION.

HERE I AM IN HIS PRIVATE COSMOS, SPOTTING MELINDA--

-- ONLY SHE'S GOT WANDA'S MIND AT THIS POINT, SO MAYBE I SHOULD SAY--

SHEESH! I'M GETTING AS CONFUSED WATCHING THE RE-RUNS AS I WAS THE FIRST TIME AROUND!

THE MAIN THING IS -- THE GOOD GUYS WON (THAT'S THE SCARLET WITCH AND ME) --

-- MELINDA'S SPIRIT RETURNED SOMEHOW, TO TAKE OVER HER BODY AGAIN --

-- XANDU BLEW UP HIS OWN REALM TRYING TO KILL US ALL --

-- AND THE SO-CALLED 'RULERS OF THE DEATH DIMENSION' GRABBED XANDU AS A REPLACEMENT FOR MELINDA!

QUITE A NIGHT.

MELINDA'S THE ONE I FEEL SORRY FOR, THOUGH... ESPECIALLY SEEING WHAT'S HAPPENED TO HER SINCE WE BROUGHT HER BACK.

SHE RETURNED TO A WORLD WILDLY DIFFERENT FROM THE ONE SHE'D LEFT, THAT DAY WHEN XANDU ACCIDENTALLY KILLED HER.

SHE LEARNED ABOUT THE MURDERS OF TWO KENNEDY BROTHERS SHE'D BEEN TOO YOUNG TO VOTE FOR...

...THE WHOLE VIETNAM BUSINESS...

...A LOT OF OTHER BAD STUFF...

...AND MAYBE SOME GOOD, TOO.

LOVE

EVIDENTLY SHE TRIED REAL HARD TO PICK UP THE PIECES.

THOSE IMAGES ARE SO STRONG, I CAN TELL THAT THIS IS HER PARENTS' HOME IN THE MIDWEST.

IN HER OWN MIND, SHE'D ONLY BEEN GONE A FEW MONTHS AT MOST...

ONLY SHE FINDS THEY'VE DIED--

--AND THE PLACE IS OWNED NOW BY A FORMER SCHOOLMATE OF HERS--

--WHO'S NOW A GOOD 25 YEARS OLDER THAN MELINDA IS!

POOR KID! NO WONDER SHE RUNS OFF SCREAMING!

EVERYTHING'S A BLUR AFTER THAT--TO HER, AND TO US, TOO.

SHE'S SCARED TO CONTACT OTHER PEOPLE SHE USED TO KNOW, BECAUSE THEY'LL EITHER BE DEAD--OR AT LEAST A QUARTER OF A CENTURY OLDER THAN SHE IS.

I'M GETTING A WHOLE MENTAL MONTAGE OF HER AT VARIOUS CEMETERIES--

--EVEN ATTENDING FUNERALS OF PEOPLE SHE NEVER KNEW.

I DON'T GET IT.

WHY WOULD SHE--?

I'M SURE THESE IMAGES HAVE LED US BOTH TO THE SAME CONCLUSION, SPIDER-MAN.

SURE THING. UH... WHAT'S THAT?

THAT MELINDA'S DRAWN TO FUNERALS-- TO *DEATH*, REALLY-- BECAUSE SHE HERSELF WAS DEAD ONCE...

...AND THERE'S A PART OF HER THAT WANTS NOTHING MORE THAN TO RETURN TO THE SWEET REPOSE OF OBLIVION.

YEAH. YEAH. THAT'S WHAT I WAS THINKING, ALL RIGHT.

OF COURSE, IT'S ALSO POSSIBLE SHE'S BEING MYSTICALLY INFLUENCED BY XANDU TO COMMIT SUICIDE, OR EVEN--

BY THE VISHANTI!

THE DEMONS-- THEY'RE INSIDE THE HOUSE!

DOESN'T ANYBODY EVER KNOCK ANY-MORE?

BUT-- WHAT'S THAT I FEEL GRABBING HOLD OF ME?

NOT ONE OF THE DEMONS-- I'VE DODGED THEM SO FAR--

YEEOWW!

ALL OF A SUDDEN, IT FEELS LIKE I'M BEING *PUSHED* OUT OF SOME-WHERE --

DOC'S BEEN BOWLED OFF HIS FEET-- BUT I KNOW HE'S GOT THE MOXIE TO RECOVER FAST.

SO WHAT'S--?

AND, HOLY HANNAH--I WAS!

SOMETHING--OR SOMEONE--SHOVED ME OUT OF MY OWN BODY, AND TOOK IT OVER!

SURE! IT'S XANDU--I'D BET MY LAST FLASH-BULB ON IT!

NOW I'M--I MEAN HE'S STALKING TOWARD DOC, AS HE BUSTS OUT OF A DEMON SANDWICH.

BUT DOC MUST HAVE HIS OWN MAGICAL VERSION OF A SPIDER-SENSE.

HE'S THROWN UP SOME KIND OF MYSTIC SHIELD.

I KNOW THE FEELING. I FEEL KINDA LIKE THROWING UP, MYSELF.

XANDU--OR WHOEVER--IS NO PUSHOVER, THOUGH.

HE'S HURLING SOME KIND OF SPELL--

--KNOCKING DOC RIGHT ON HIS ASTROLABE!

YEAH, IT'S XANDU, ALL RIGHT. GOTTA BE!

LORD, I'D LOVE TO PAY HIM BACK FOR WHAT HE'S PUT MELINDA THROUGH...

BUT RIGHT NOW, I'M ABOUT AS SUBSTANTIAL AS A POLITICIAN'S CAMPAIGN PROMISES--

--AND I CAN'T EVEN BEGIN TO GET THROUGH THIS AURA HE'S THROWN AROUND MY BODY.

AT LEAST DOC'S RECOVERED.

HARD TO HEAR-- LET ALONE UNDERSTAND-- ALL THOSE CRAZY NAMES HE'S TOSSING AROUND LIKE A SALAD--

--BUT IT'S SURE HAVING AN EFFECT ON THE BEAGLE BOYS!

ONLY-- WHERE'S XANDU?

UH-OH! THERE HE IS-- EYEING THE WAND OF WATOOMB!

DOC! YOU GOTTA STOP HIM BEFORE HE--

I GUESS DOC'S KINDA BUSY.

AND IN MY CURRENT STATE I'M TOTALLY USELESS!

DOC'S SPELL HAS REACHED ITS CLIMAX--

--HE'S REALLY TEARING UP THOSE DEMONS NOW--

BUT IT'S NOT GOING TO BE IN TIME TO STOP XANDU.

HE'S MAKING OFF WITH THE WAND--

--AND MELINDA, FOR GOOD MEASURE.

THIS IS LIKE SOME BAD MOVIE I'M WATCHING MYSELF IN!

WELL, AT LEAST DOC'S TOTALLY DISSOLVED THE LAST OF THE HOBGOBLINS.

NOW, IF I CAN JUST COMMUNICATE WITH HIM SOMEHOW--CLUE HIM IN TO WHAT'S HAPPENED--!

STAY RIGHT WHERE YOU ARE, SPIDER-MAN.

I'LL SEND MY OWN ASTRAL BODY TO JOIN YOURS.

I MIGHT'VE KNOWN YOU'D BE A STEP AHEAD OF ME, DOC.

IF I HAD BEEN, I WOULDN'T HAVE UNDER-ESTIMATED XANDU'S ABILITY TO GET HIS DEMONS PAST MY DEFENSES.

THIS ASTRAL-BODY STUFF IS GREAT--IF I JUST HAD A REAL ONE TO GO BACK TO!

BUT HOW DID XANDU GET INSIDE YOUR MANSION?

HIS OWN ASTRAL FORM MUST HAVE BEEN CONTROLLING A DEMON'S FRAME--WHICH HE THEN ABANDONED IN FAVOR OF YOURS.

AND THERE, NO DOUBT, IS THE DEMON'S TICKET INTO MY HOME:

MY DISCIPLE, RINTRAH... FORTUNATELY UNHURT.

GOOD! THEN WE CAN CONCENTRATE ON GETTING BACK MELINDA--AND THE WAND OF WATOOMB.

I'M AFRAID WE'VE GOT MORE THAN THAT TO WORRY ABOUT.

IF YOU CAN'T RETURN TO YOUR PHYSICAL FRAME WITHIN 24 HOURS, YOUR ASTRAL BODY WILL DISSIPATE--BREAK APART--

--AND YOU'LL CEASE TO EXIST!

I WILL?

DOC'S ANNOUNCEMENT REALLY FLOORS ME.

I DON'T REMEMBER RETURNING TO THE MANSION.

I ONLY TUNE IN AGAIN AS DOC, BACK IN HIS OWN FLESH-AND-BLOOD, FINISHES SOME LONG-WINDED EXPLANATION...

...SO EVEN THOUGH THE POWER OF THIS CRYSTAL OF KADAVUS WAS ALL USED UP REGENERATING THAT OF THE WAND, THERE'S STILL A MYSTIC CONNECTION BETWEEN THE TWO TALISMANS...

...THAT WILL ENABLE US TO SEE WHERE XANDU'S TAKEN MELINDA.

THERE HE GOES...

HE'S ALREADY MASTERED YOUR WEBLINE WELL ENOUGH TO LEAVE GREENWICH VILLAGE BEHIND...

...HEADED FOR... GRAND CENTRAL STATION?!

NOW HE'S MADE HIS WAY TO ONE OF THE SUBWAY TUNNELS UNDERNEATH-- IN BETWEEN STATIONS.

THOSE BLACK FUMES RISING FROM BELOW--

"THAT MAY MEAN THERE'S A DIMENSIONAL GATEWAY DOWN THERE, AND -- YES! THERE IT IS!

"THERE ARE PORTALS LIKE THAT ALL OVER THE EARTH -- GENERALLY CLOSED -- BUT TALISMANS LIKE THE WAND OF WATOOMB CAN BE USED TO OPEN THEM.

"BUT WHETHER IT LEADS TO THE DEATH DIMENSION OR SOMEWHERE ELSE, WE WON'T KNOW TILL WE GET THERE OURSELVES..."

I SENSE-- WATCHING EYES!

OF COURSE!

YOU DO NOT GIVE UP EASILY, DO YOU, Dr. STRANGE?

I MUST GET YOU OUT OF HARM'S WAY, DEAREST MELINDA.

PLEASE -- IF YOU REALLY LOVE ME -- JUST SEND ME INTO THE DEATH DIMENSION!

THAT'S ALL I EVER WANTED, SINCE I RETURNED TO EARTH...

AND THAT IS PRECISELY WHERE I SHALL SEND YOU, MY LOVE, WITH THE WAND OF WATOOMB IN HAND.

BUT SOON I WILL JOIN YOU, AND WE SHALL RULE THAT SPHERE TOGETHER!

YOU'RE SENDING HER NO-WHERE, XANDU!

NO...

YOU TELL 'IM, DOC!

I'M NOT SURE HE COULD HEAR ME...

HE CAN.

YOU ARE BECOMING AN EVER-INCREASING ANNOYANCE TO ME, MAGICIAN.

HOPEFULLY, YOU WILL FIND THESE EMISSARIES FROM THE DEATH DIMENSION A BIT LESS EFFETE THAN YOU DID MY LESSER DEMONS.

SEE IF YOU CAN SOMEHOW MAKE CONTACT WITH MELINDA, WALLCRAWLER...

I'LL TAKE CARE OF THE DEAD END KIDS!

UH-- HEY, MELINDA!

WAIT UP, OKAY? WE NEED TO TALK!

I DON'T THINK I'M GETTING THROUGH TO HER, DOC.

...IN THE STILLBORN SPHERE WHENCE CAME THESE DEMONS OF DECAY AND DESPAIR!

SHE'S *ENTRANCED!*

ONCE SHE STEPS THROUGH THAT PORTAL--SHE'LL BE IN THE *DEATH DIMENSION!*

WHERE SHE WILL REMAIN FOR ALL ETERNITY, STEPHEN STRANGE...

I ALMOST APPLAUD YOUR COURAGE, MISPLACED AS IT IS.

BUT NOW THAT I AM BOTH MEN IN ONE BODY, YOUR CAUSE WOULD APPEAR HOPELESS.

YOU MIGHT BEAT XANDU, WITHOUT THIS WAND...

...OR SPIDER-MAN WHO IS STRENGTH BEREFT OF SORCERY.

--EVEN WITHOUT MY ALMOST INNUMERABLE SERVITORS.

UNNH

YOU ARE A HAPLESS SALMON, STRUGGLING UPSTREAM AGAINST A COSMIC CURRENT...

...AND YOUR QUEST IS FOREDOOMED TO FAILURE!

MELINDA--TAKE THE WAND AND GO!

I SHOULD'VE KNOWN THE DEMONIC TONGUES OF FIRE LEAPING UP AROUND THE PORTAL WOULDN'T FAZE HER, IN THAT STATE.

SO--ONLY ONE THING LEFT TO DO--!

SPIDER-MAN--NO!

YOU CAN'T STOP HER THAT WAY--!

I DIDN'T THINK SO, EITHER, BUT I HAD TO TRY, RIGHT?

I THOUGHT MAYBE, JUST MAYBE, MY ASTRAL BOD COULD TAKE OVER MELINDA'S, THE WAY XANDU'S TOOK OVER MINE.

INSTEAD, I JUST GO WHIZZING THROUGH HER--AND **PAST** HER--AT THE VERY INSTANT SHE STEPS THROUGH THE PORTAL--

--AND NOW WE'RE **BOTH** IN THE SOUP!

NEXT MOMENT, THE GATEWAY VANISHES BEHIND US, TRAPPING US--

--AND WE DRIFT SLOWLY DOWNWARD--OR MAYBE IT'S UPWARD--OR EVEN SIDEWAYS--THROUGH SOME DARK, NEARLY LIQUID MIASMA.

THIS IS SUPPOSED TO BE THE *DEATH DIMENSION!?*

IT-- IT IS, SPIDER-MAN! I CAN FEEL IT!

IT'S STRANGELY LIKE-- COMING HOME--

YET, SOMEHOW--

--IT DOESN'T SEEM NEARLY AS-- PLEASANT--AS I'D REMEMBERED IT.

IT'S NOT GONNA MAKE *ME* FORGET ABOUT DISNEY WORLD EITHER.

BY THE WAY, MELINDA, GLAD TO SEE THAT TRANCE YOU WERE IN DIDN'T TRAVEL WELL.

HEY! WHAT THE HECK WAS THAT??

FELT LIKE SOME KIND OF EARTH TREMOR--

--ONLY IT SHOOK THE AIR, TOO!

WAS THAT JUST ANOTHER FUN FEATURE OF "DEATHLAND"?

NO ANSWER. I SEE MELINDA SPRAWLED NEARBY.

POOR KID MUST'VE BANGED HER HEAD WHEN SHE FELL.

WELL, LONG AS WE'RE HERE, MAYBE YOU CAN SHOW ME AROUND...

I KNOW MY STILL ULTRA-PALE ASTRAL BODY CAN'T TOUCH HER --

--BUT THAT DEATH-DEMON SURE ISN'T HAVING ANY TROUBLE SCOOPING HER UP.

MY SPIDER-SENSE MUST STILL FUNCTION HERE.

I FEEL SOMETHING LOOMING BEHIND ME, AND I WHIRL...

I SUPPOSE IT'S TOO MUCH TO ASK THAT MY SPIDEY-SENSE ALSO WARN ME ABOUT LITTLE THINGS LIKE THE FACT THAT THE GUY BEHIND ME IS ROUGHLY THE SIZE OF A MACK TRUCK?

BY THIS POINT, THOUGH, I'M JUST PLAIN GOOD AND MAD!

I DO AN ARACHNID-POWERED DROP-KICK, AND --

SAY NOW!

IN HERE -- I'M *SOLID!*

PALE AS CASPER THE FRIENDLY GHOST'S LAST SHEET -- BUT SOLID!

MAYBE THAT MEANS MY WEBBING'S SOLID, TOO.

GOOD DEAL! IT IS!

THEN I'LL HAVE TO HOPE IT'LL KEEP THIS GUY OFF MY BACK IF HE WAKES UP--

--WHILE I GO AFTER BACHELOR #3!

LOOKS LIKE HE'S HEADING FOR THE OLD HOMESTEAD--

--THE REBUILT CASTLE SKULL!

XANDU MUST REALLY HAVE LIKED THAT DESIGN.

ME, I PREFER RADIO CITY MUSIC HALL-- WITH OR WITHOUT THE ROCKETTES.

WELL, AT LEAST NO MORE DEMONS ARE PURSUING ME INSIDE.

I WONDER IF MAYBE I SHOULD WORRY ABOUT THAT.

MAYBE LATER.

THE INTERIOR LOOKS MORE LIKE "SKULL" THAN "CASTLE."

BUT AT LEAST IT'S CLEAR WHICH WAY THE FLEEING DEMON WENT: THIS TUNNEL THAT FORMS THE EQUIVALENT OF THE SKULL'S THROAT.

JONAH-IN-THE-BELLY-OF-THE-WHALE SYMBOLISM, ANYONE?

ANOTHER TREMOR-- STRONGER, THIS TIME.

SURE HOPE I CATCH UP WITH THAT DEMON FAST.

HOLD IT! JUST AHEAD--THERE IN THE SHADOWS--

MELINDA--

NO--NOT MELINDA--

G-GWEN...?

AND... UNCLE BEN!?

WELL, AT LEAST I'VE SHAKEN OFF THAT XANDU-IN-SPIDER-MAN'S-CLOTHING FOR A MOMENT.

BUT HE AND HIS DEMONS ARE BLOCKING MY WAY TO THE PORTAL, AND EVEN I CAN'T GET PAST ALL OF THEM.

NOTHING TO DO BUT MAKE THE PROVERBIAL BREAK FOR IT--

--UP THROUGH THE SUBWAYS, WITH AN INCANTATION OF INSUBSTANTIALITY--

--THOUGH I DIDN'T HAVE TIME TO ALSO MAKE MYSELF IN-VISIBLE THIS TIME AROUND.

I DON'T THINK THAT SUBWAY ENGINEER WILL SEE ME AS MUCH MORE THAN A BLUR -- BUT IT'LL SURE GIVE HIM SOMETHING TO TALK ABOT AT THE NEXT UNION MEETING.

I CAN SENSE THE DEMONS, THOUGH-- RIGHT ON MY TAIL.

I STAY IN-TANGIBLE AS I MAKE THE EXIT TO STREET LEVEL FOR THE SAKE OF ANYONE OVERHEAD--

--BUT I DON'T SUPPOSE I SHOULD HAVE EXPECTED THE DEMONS FROM THE DEATH DI-MENSION TO BE QUITE AS CONSIDERATE.

UH-OH! I DIDN'T REALIZE--I WASN'T DIRECTLY UNDER THE STREET, BUT UNDER **GRAND CENTRAL STATION.**

INSTANTLY, I RENDER MYSELF INVISIBLE TO THE HUMAN EYE--BUT, CONSIDERING WHAT POPS UP RIGHT BEHIND ME--

--I WONDER IF ANYONE WOULD HAVE NOTICED A MERE FLYING GREEN-WICH VILLAGER.

THE DEMONS CAN SENSE ME CLEARLY, THOUGH--THANKS TO THE POWER OF XANDU.

I GUESS HE WANTED TO MAKE SURE HE WAS IN ON THE KILL, BEFORE HE WENT AFTER MELINDA AND THE WAND.

ATTACK HIM, MY MINIONS!

"MINIONS," EH? SOUNDS LIKE XANDU'S MADE HIMSELF MASTER OF THE DEATH DIMENSION'S ORIGINAL RULERS, SINCE THE WALL-CRAWLER AND THE SCARLET WITCH ENCOUNTERED HIM.

WELL, IF HE MANAGED THAT, WITH HIS FORMERLY REDUCED POWER--

--THE FULL FURY OF THE VISHANTI, CHANNELED THROUGH MY-SELF, SHOULD DEFEAT THEM HANDILY.

AND IT DOES.

THEY VANISH, FLUNG OFF IN MANY DIMENSIONAL DIRECTIONS BY A MYSTICAL EQUIVALENT OF CENTRIFUGAL FORCE...

...SINCE I DON'T WANT THEM FINDING THEIR WAYS BACK HOME ANY TIME SOON.

WHOOP

NOW COMES THE HARD PART.

I CAN FEEL HIM BEARING DOWN ON ME FROM BEHIND, AND I WHIRL TO GREET HIM--

--THE AMAZING SPIDER-XANDU!

I'M WEAKENED ENOUGH, AFTER FIGHTING OFF HIS DEMONS, SO THAT OUR MYSTICAL POWERS JUST ABOUT CANCEL EACH OTHER OUT.

BUT HE'S STILL GOT THE WEB-SPINNER'S SPIDER-STRENGTH--

--WHICH MAKES MY CHANCES OF SURVIVING MORE THAN THREE SECONDS AGAINST HIM SOMETHING AKIN TO ZERO!

I THINK I SHALL TAKE YOU WITH ME WHEN I RETURN TO THE DEATH DIMENSION, STRANGE.

EXCEPT THAT, FOR ME, IT WILL BE A BRIEF AND TRIUMPHANT STOPOVER--

--WHILE *YOU* ARE ABOUT TO TAKE UP PERMANENT RESIDENCE!

HE MAY JUST BE RIGHT.

GWEN STACY--AND UNCLE BEN!

BELIEVE IT OR NOT, I NEARLY GASP THE OLD MELO-DRAMATIC CLICHE OUT LOUD: "BUT YOU CAN'T BE HERE! YOU'RE BOTH DEAD!"

THEN IT HITS ME LIKE A TON OF BRICKBATS-- THIS IS THE **DEATH DIMENSION**, RIGHT?

WHERE ELSE **SHOULD** THEY BE?

HI, PETER, DARLING...

PETEY-BOY! WHERE HAVE YOU BEEN KEEPING YOURSELF?

I DON'T KNOW IF I CAN HANDLE THIS...

I'M--NOT ANYBODY NAMED "*PETER.*" I'M--

--PETER PARKER, WHO ELSE?

I ALWAYS KNEW, DARLING.

WHEN A GIRL'S IN LOVE, IT TAKES MORE THAN A WEBBED SKI-MASK TO HIDE YOUR TRUE SELF FROM HER.

AND YOU DIDN'T REALLY THINK YOU COULD FOOL YOUR OLD UNCLE BEN, DID YOU, LAD?

YOU--*KNOW!?*

PLEASE--GO AWAY!

IF THIS IS DEATH--LET ME DIE IN PEACE--!

THE WAY YOU LET *US* DIE, DEAR PETER?

THE GREEN GOBLIN CLAIMED MY FALL FROM THE GEORGE WASHINGTON BRIDGE KILLED ME, BEFORE YOU SWUNG OUT TO GRAB ME.

BUT *WE* BOTH KNOW IT WAS THE SHOCK OF YOUR CATCHING ME THAT BROKE MY NECK, DON'T WE, DARLING?

AND MAY-BE IF YOU HADN'T LET THAT BURGLAR ESCAPE, SOMEONE *ELSE* WOULD'VE SHOT ME THAT NIGHT.

SURE THEY WOULD HAVE, PETEY-BOY.

NOW I'M SURE I CAN'T HANDLE THIS.

MAYBE, IF I LOOK AWAY--BLINK MY EYES--PINCH MYSELF--ANYTHING--I'LL WAKE UP, AND THIS WHOLE NIGHTMARE WILL BE OVER.

BUT IT ISN'T, OF COURSE.

WE'D BOTH BE ALIVE, YOUR UNCLE AND I, IF YOU HADN'T LET US DOWN, PETER.

DEEP IN YOUR HEART--IN YOUR SOUL--YOU KNOW THAT'S TRUE.

YES...

BUT--WHAT CAN I *DO* ABOUT IT NOW?

WELL, FOR ONE THING, IF WE'RE DEAD...

...THEN *YOU* SHOULD BE, TOO, DARLING.

WE CAN'T HURT YOU, UNCLE BEN AND I.

WE COULDN'T, EVEN IF WE WANTED TO.

BUT, IN ALL FAIRNESS--DON'T YOU THINK THAT, AS LONG AS WE'RE BOTH DEAD, YOU SHOULD JOIN US IN DEATH?

Y-YES...

YES!

ALREADY, I CAN FEEL MYSELF STARTING TO -- DE- COMPOSE.

I'VE WILLED MYSELF TO DIE -- TO BE ONE WITH GWEN AND UNCLE BEN--TWO OF THE PEOPLE I'VE LOVED MOST, IN ALL THE WORLD.

MY COSTUME'S ROTTING, TOO -- AGING IN SECONDS -- AGING ALL THE LONG, LONG MONTHS AND YEARS SINCE THEIR DEATHS.

I KNOW I DESERVE IT --

AND YET --

THIS IS HOW WE REALLY LOOK, DARLING.

A FEW MORE MOMENTS, AND WE'LL BE UNITED AGAIN, IN TRUE DEATH.

AND YET --

DON'T FIGHT IT, PETEY.

JUST RELAX -- AND WE'LL ALL BE TOGETHER ALWAYS --!

AND YET --

NO!

I'M FALLING APART-- LIKE I'VE ALREADY BEEN DEAD FOR YEARS--

BUT I WANT TO LIVE! DO YOU HEAR ME? EVEN IF YOU'RE BOTH DEAD-- I'M NOT--

--AND I WANT TO LIVE!

BUT WHAT ABOUT US, DEAR PETER?

LISTEN TO HER, PETEY! DO YOU WANT US TO GO THROUGH ETERNITY WITHOUT YOU, WHOM WE LOVE SO MUCH?

THAT'S JUST IT!

IF YOU REALLY LOVED ME-- IF YOU TRULY WERE WHO YOU *SAY* YOU ARE--YOU'D *NEVER* CONDEMN ME TO AN EARLY GRAVE, NO MATTER *HOW* YOU DIED!

FAKES!

AND I'M ALIVE!

ALIVE!

YOU'RE BOTH FAKES-- I KNOW YOU ARE!

AS I LOWER MY HEAD, I SEE THE TWO DEATH-DEMONS WHO HAD BEEN MASQUERADING AS UNCLE BEN AND GWEN STACY, SCURRYING ACROSS THE GRIM LANDSCAPE.

HAVING FAILED TO MAKE ME DESPAIR SO THAT I WAS EASY PICKINGS FOR THEM, THEY DON'T HAVE MUCH STOMACH LEFT FOR A REAL FIGHT.

TOO BAD, TOO--

--BECAUSE AFTER THAT STUNT THEY TRIED TO PULL ON ME, NO DOUBT WITH THE BLESSING OF XANDU--

--A GOOD FIGHT IS SOMETHING I'M DEFINITELY IN THE MOOD FOR!

BAIR

BUT--MELINDA'S STILL MY MAIN CONCERN.

GOT TO BRING HER BACK TO LIFE--AND BACK TO HER SENSES--AND LATCH ONTO THE WAND OF WATOOMB WHILE I'M AT IT.

AFTER ALL, WE DON'T LET WOULD-BE SUICIDES GO AROUND KILLING THEMSELVES...

SO WHY LET DEAD PEOPLE DO IT?

LIGHT UP AHEAD...

MUST BE THE NERVE CENTER OF XANDU'S CASTLE.

NOW WE SHALL SEE WHAT WE SHALL--

--SEE.

HOLY--!

EITHER THE LADY SLIPPED INTO SOMETHING MORE COMFORTABLE, OR ELSE THE DEMONS DID IT FOR HER...

...'CAUSE XANDU'S STIFF AS A BOARD.

HE WOULD BE--SINCE HIS ASTRAL BODY'S OUT BATTLING DOC STRANGE.

I'M TAKING AN UNACCUSTOMED THREE SECONDS TO FIGURE OUT A PLAN BEFORE I BARGE IN--

--WHEN SUDDENLY THE OLD SPIDER-SENSE COMES UP SNAKE-EYES--

--AND NEXT INSTANT, THERE'S A THIRD TREMOR.

DEFINITELY THE STRONGEST ONE YET.

MAYBE IT'S TRYING TO TELL ME SOMETHING?

AS THEY'RE BOUNCED AROUND BY THAT TREMOR, THOUGH, THEY SPOT ME.

AND I'LL LISTEN REAL HARD--

--SOON AS I PICK UP MELINDA.

ONLY THING IS, BEFORE THE "DEATHQUAKE" OR WHATEVER THEY CALL 'EM IN HERE, I STOOD A GOOD CHANCE OF SNEAKING UP ON XANDU'S GUARDIAN GARGOYLES.

WHY IS NOTHING EVER EASY?

WHY IS NOTHING EVER EASY?

MY MYSTIC POWERS COULD ZAP SPIDER-MAN, OR TIE XANDU UP IN KNOTS.

BUT XANDU IN THE WALL-CRAWLER'S BODY IS THE WORST OF BOTH POSSIBLE WORLDS--SORCERY PLUS STAMINA.

AT LEAST I'VE LURED HIM BACK INTO THE TUNNELS AND OUT OF GRAND CENTRAL, BEFORE HE COULD GO CRAVEN ON ME AND GRAB A HOSTAGE.

THANK HOGGOTH FOR SMALL FAVORS.

GIVE IT UP, MA-GICIAN.

--AND HE RESPONDS JUST THE WAY I THOUGHT HE WOULD:

WITH A WITHERING BURST OF ELDRITCH ENERGY THAT NEARLY GETS THROUGH THE SERAPHIMIC SHIELD I WAS ALREADY CASTING.

NEVER!

ALWAYS YOU HAVE DEFIED ME--TRIED TO KEEP ME FROM MY BELOVED MELINDA!

PERSONALLY, I THINK YOU'D BE WELL RID OF HER.

WHAT?

I'LL KILL YOU, STRANGE!

YOU HEARD ME.

THAT HE DID--

HE MEANS IT.

HE'S GONE RAVING MAD WITH FURY-- BATTERING AWAY WITH A SPIDER-POWERED, MAGIC-LADEN FIST.

...PROVIDED I LIVE LONG ENOUGH TO SEE IT THROUGH!

HE'S BEEN SO BUSY PUMMELING ME-- HE HASN'T PAID MUCH ATTENTION TO WHERE I'VE BEEN LEADING HIM--

ARRRH

PLAN? SURE, I'VE GOT A PLAN.

A GOOD ONE...

SO I PUT EVERYTHING I'VE GOT INTO A SPELL THAT TURNS MY MYSTIC SHIELD INTO A CONCUSSIVE FORCE--

UNNH

--WHICH HURLS XANDU BACKWARD--

--INTO THE DIMENSIONAL GATEWAY HE NEVER GOT AROUND TO CLOSING!

NEXT STOP FOR HIM-- THE DEATH DIMENSION.

FOR ME, TOO-- BECAUSE I'M GOING IN AFTER HIM!

DEMONS!

I'VE SEEN ENOUGH OF THEM TO-NIGHT TO LAST ME A LIFETIME.

IN THIS DEATH DIMENSION, THEY SEEM TO COME IN AS MANY SHAPES AS SNOW-FLAKES--

--NO TWO QUITE ALIKE.

WHOOMF!

HEY! I FELT THAT!

SURE, IN MY ASTRAL BODY, I CAN HANDLE 'EM-- ONE OR TWO AT A TIME, ANYWAY.

ONLY THING IS, THEY SEEM TO BE AS **NUMER-OUS** AS SNOW-FLAKES, TOO--

BTHOK

--AND, LAST TIME I COUNTED, THERE WAS JUST ONE OF ME.

AND IF THIS BIGGEST AND BRAWNIEST BUG-EYED BRUISER GETS HOLD OF ME --

--THERE'S LIABLE TO BE ONE LESS.

BLAST XANDU, ANYWAY!

I'M FIGHTING FOR MY LIFE HERE--FOR MELINDA'S LIFE--WHILE HIS ASTRAL SELF'S OFF DRIVING MY BODY AROUND LIKE IT WAS A RENT-A-CAR FROM HERTZ.

WAITAMINNIT! THAT MEANS XANDU'S PHYSICAL BODY IS--WELL, SORT OF LIKE AN ABANDONED AUTOMOBILE.

MAYBE HE LEFT THE DOOR UNLOCKED--

FOR ALL I KNOW, MAYBE THE KEY'S STILL IN THE IGNITION.

WELL, HERE'S WHERE I DODGE HIGH-POCKETS--AND I FIND OUT!

YYEEEOOWW

WOULDN'T YOU JUST KNOW IT?

IT'S LIKE TRYING TO BECOME ONE WITH AN ELECTRIC FENCE!

HE'S GOT HIS FREAKIN' BOD BOOBY-TRAPPED!

SO HELP ME HOGGOTH--I CAN'T TAKE MUCH MORE OF THIS!

I'M NOT FARING MUCH BETTER HERE OUTSIDE THAT NEW "CASTLE SKULL" THAN I DID AT 42ND STREET.

I HOPED WE'D FIND SPIDER-MAN ON THE SCENE WHEN WE GOT HERE--BUT NO SUCH LUCK.

I'VE MADE A SIGNIFICANT DISCOVERY THIS EVENING, STRANGE.

LINNHH--!

INUNDATING YOU WITH SPELL AFTER PAINFUL SPELL IS ENJOYABLE, IN A CERTAIN SADO-SORCEROUS WAY--

--BUT ULTIMATELY, THERE'S REALLY NOTHING QUITE AS SATISFYING--AS EMOTIONALLY FULFILLING--AS THE STORIED *PUNCH IN THE JAW!*

ARRRR

FRANKLY, PAL, I COULDN'T AGREE WITH YOU MORE.

WHAT--?

IT'S--I!

NOW YOU SEE, XANDU-- THAT'S WHERE YOU GIVE YOURSELF AWAY.

IF YOU WERE REALLY EVERY-BODY'S FAVORITE WALL-CRAWLER, YOU'D HAVE SAID--

--"IT'S ME!"

THRAKK

LUCKY FOR ME HE'S STILL TOO NEW TO THE BODY TO USE MY SPIDER SENSE TO DUCK.

OWWW! THAT HURTS!

SPIDER-MAN!?

YOU FORGOT THAT IN XANDU'S BODY, YOU WOULDN'T HAVE YOUR USUAL STRENGTH AND TOUGHNESS-- ONLY HIS!

BUT, AS LONG AS YOU'RE HERE-- AND XANDU'S MOMENTARILY STUNNED, ANYWAY--

MAY THE EVER-WISE VISHANTI NOW KEEP TWO SOULS SAFE FROM HARM--

--AS THE EYE OF AGAMOTTO LIGHTS--

--EACH THE WAY TO HIS **TRUE FORM!**

AAAAAA

ARRGGG

YOU-- CAN'T DO THIS-- TO ME-- STRANGE!

I, UH, THINK I'VE GOT A FLASH FOR YOU, BUDDY...

...HE JUST DID!

THANKS, DOC. BUT COULDN'T YOU HAVE GOTTEN RID OF THIS THROBBING JAW I GAVE MYSELF, WHILE YOU WERE AT IT?

SORRY, WEB-SPINNER. IF IT'S ANY CONSOLATION, JUST THINK WHAT HIS *HAND* MUST FEEL LIKE, JUST NOW.

NICE TO SEE YOU BACK IN BASIC RED-AND-BLUE.

BUT THEN, A MINUTE OR SO AGO, WHEN I WAS ON THE ROPES, IT WAS EVEN BETTER SEEING YOU SPORTING XANDU'S BODY.

BAIR, 92

YOU'LL SEE ME WITH XANDU'S *BODY*, ALL RIGHT--

--IF HE DOESN'T TELL US HOW TO RESCUE MELINDA FROM THE MIDDLE OF DEMON CITY!

D-DON'T STRIKE ME-- PLEASE!

MELINDA IS IN NO DANGER-- I SWEAR IT!

SHR

OOM

WHAT IN THE NAME OF SATANNISH--?

ANOTHER QUAKE! AND THIS ONE LASTED A COUPLE OF SECONDS LONGER THAN THE LAST ONE!

RRRRMMMM

YOU MEAN-- YOU'VE FELT OTHERS LIKE IT, IN THE BRIEF TIME YOU'VE BEEN IN THIS DIMENSION?

MBL

ARE YOU KIDDING? COMPARED TO WHAT MUST BE UNDERNEATH THIS PLACE, THE SAN ANDREAS *FAULT* IS PRACTICALLY A *VIRTUE.*

I VOTE WE CREAM XANDU, GRAB MELINDA, AND SPLIT FOR THE GREAT WHITE WAY!

NO! DON'T TAKE MELINDA!

ARE YOU TRULY SO SELFISH, MAN, THAT YOU'D WANT HER TO STAY HERE-- WHERE SHE MIGHT GET KILLED?

SHE'S *ALREADY* DEAD-- DON'T YOU SEE?

SHE WAS *ALWAYS* DEAD, NO MATTER WHAT ELSE SHE-- OR *YOU*-- MAY HAVE THOUGHT.

WHAT ARE YOU BABBLING ABOUT, WIZARD? *OF COURSE* SHE'S ALIVE...

LET HIM TALK, SPIDER-MAN.

I'M BEGINNING TO BELIEVE THIS SITUATION MAY BE EVEN MORE CONVOLUTED THAN I'D THOUGHT.

HUH?

Y-YOU UNDER-STAND, AT LEAST, DON'T YOU, STRANGE?

MELINDA-- MY POOR, DEAR MELINDA-- HAS BEEN DEAD EVER SINCE THAT NIGHT MY SPELL WENT AWRY, YEARS AGO!

SHE *WAS* DEAD-- BUT SHE CAME BACK TO *LIFE*, THAT TIME I WAS HERE!

WOULD TO GOD THAT SHE *HAD*, SPIDER-MAN...

YOU KNOW I BRIEFLY TRANSPOSED THE SCARLET WITCH'S SPIRIT INTO MELINDA'S BODY, FOR MY OWN SELFISH PURPOSES.

BUT IN THE END, I WAS DRAGGED BODILY INTO THIS SPHERE, IN MELINDA'S STEAD--

--WHILE SHE SEEMED SOMEHOW MIRACULOUSLY RESTORED TO LIFE, ON EARTH.

IN TIME, I BECAME THIS DOMAIN'S RULER. I WATCHED HER FROM AFAR, CONTENT TO REMAIN HERE, AS LONG AS SHE COULD BE ALIVE.

BUT THEN I SAW HOW WOEFULLY UNHAPPY SHE HAD BECOME IN THE LAND OF THE LIVING.

MY MAGIC REVEALED THAT SHE NOW *BELONGED* IN THE DEATH DIMENSION--

--THAT SHE MUST EITHER RETURN HERE, OR ULTIMATELY GO *MAD*.

THAT'S WHEN I BEGAN, THROUGH DREAMS, TO TRY TO INFLUENCE HER TO COMMIT SUICIDE.

"*SUICIDE*" XANDU?

NO, *NOT* SUICIDE -- NOT REALLY-- BUT NOT MURDER, EITHER.

ONCE YOU TOLD ME, WISELY, THAT INSTEAD OF BEING IN A STATE OF *SLEEP* RESEMBLING DEATH, SHE WAS IN FACT IN A STATE OF *DEATH* THAT MERELY RESEMBLED SLEEP.

NOW I KNOW THAT, THOUGH SHE RETURNED TO EARTH, SHE WAS NEVER TRULY RESTORED TO LIFE.

THE DEATH-DEMONS DRAGGED ME HERE TO TAKE HER PLACE-- BUT THAT DID NOT MEAN SHE TRULY LIVED AGAIN.

NO, THIS TIME, SHE HAD WAKENED TO A STATE OF *DEATH* WHICH MERELY RESEMBLED *LIFE!*

THUS, SHE CAN NEVER AGAIN BE HAPPY--OR EVEN CONTENT-- AMONG THE TRULY ALIVE. I BEG YOU, STRANGE-- LET ME KEEP HER HERE, IN THIS DOMAIN WHICH IS NOW HER TRUE HOME--

--OUR HOME.

FOR MY PART, THOUGH I STILL LIVE, I WOULD REMAIN HERE WITH HER, IN DEATH'S REALM.

DO YOU BELIEVE ANY OF THIS, DOC?

UNFORTUNATELY, I FEAR HE MAY BE TELLING THE TRUTH.

BUT I'LL KNOW FOR CERTAIN, AFTER I PERFORM CERTAIN INCANTATIONS OVER MELINDA MORRISON.

THEN--I'LL HAVE A *DECISION* TO MAKE.

UH-OH! DON'T LOOK NOW, BUT DEATH CITY MAY BE MAKING IT FOR YOU!

ANOTHER *"DEATHQUAKE"*-- EVEN STRONGER THAN THE LAST!

WE'VE GOT TO HURRY!

RRMMBBLE

JUST WHAT I WAS AFRAID OF!

THIS ASTRAL PLANE IS THREATENING TO COME APART AT THE SEAMS!

THE EYE OF AGAMOTTO REVEALS IT'S BEEN RENDERED UNSTABLE BY THE RECENT BREACHINGS OF THE WALLS BETWEEN IT AND EARTH--WITH THE LIVING AND DEAD PASSING FREELY BACK AND FORTH.

ONE OF THEM MUST LEAVE--AND THE OTHER REMAIN--!

NO!

YOU'LL NOT SEPARATE US AGAIN!

DOC--!

MY FAULT! I SHOULD HAVE KNOWN--!

BRRRMMMMBBBLLL

IN FACT, THERE'S A GRAVE DANGER OF THESE TREMORS SPREADING TO THE EARTH, AS WELL!

YOU MEAN--LIKE AN INTER-DIMENSIONAL DOMINO EFFECT?

YES. ALL SIGNS POINT TO THE FACT THAT XANDU AND MELINDA CAN'T *BOTH* REMAIN HERE--

--OR THE ENTIRE DEATH DIMENSION WILL *TEAR ITSELF APART!*

GO, STRANGE--DEPART WITH THAT MASKED CRETIN, WHILE YOU STILL HAVE TIME!

WITH THE *WAND OF WATOOMB* ONCE MORE IN HAND, I DEFY YOU!

I SHALL STAY HERE WITH MY MELINDA--

--WHETHER THIS REALM--WHETHER *ALL THE UNIVERSE*--LIVES OR *DIES!*

DOC! HE'S TURNING THAT THING'S POWER ON *US*--CAN'T GET TO HIM--!

YOU DO WHAT YOU CAN WITH THE DARK-DEMONS, SPIDER-MAN.

LEAVE XANDU TO ME!

STAY AWAY FROM ME! I WANT TO DIE--

--I WANT ONLY TO BE WITH MY MELINDA!

RRRR

JUST THE SAME, ON XANDU'S HOME TURF, IT LOOKS LIKE HIS SORCERER SUPREMENESS COULD USE A LITTLE HELP AGAINST THE XANDU/WAND COMBINATION...

SO, WHEN I'VE KAYOED A COUPLE OF DEMONS, AND THE REST ARE TAKING A SPLIT SECOND TO RE-GROUP--

RRRRRRRRRR

--I DO WHAT I CAN!

MY WAND--!

THWIP

THIS THING'S CAUSED WAY TOO MUCH TROUBLE. I WONDER IF I CAN--

NNOOOOOOOO

WELL, WHADDA YOU KNOW!

KRINN KKL

MOMENTS LATER, WHEN ALL CONCERNED CAN BEGIN TO *SEE* AGAIN...

YOU HAVE DEFEATED ME--I'VE NO CHOICE BUT TO ADMIT IT.

WE D-DID IT, DOC!

M-MELINDA'S EVEN AWAKE AGAIN--

--B-BUT IF THIS DIMENSION *SH-SH-SHAKES* ANY HARDER-- I'M GONNA N-NEED A NEW SET OF T-T-TEETH!

MELINDA! I WANT YOU TO *SCREAM*--

--AS LOUDLY AS YOU CAN!

SCREAM? BUT I DON'T UNDERSTA--

JUST *DO* IT-- FOR THE SAKE OF THE WORLD--

--FOR THE SAKE OF *EVERYONE* YOU'VE EVER LOVED!

MELINDA SCREAMS--

--AND THE DEATHQUAKE PETERS OUT--FOR GOOD.

EVEN THE CRACKS AND CREVICES ARE GONE, LIKE THEY NEVER EXISTED.

--WHEN SHE *STOPS* SCREAMING.

SOON, THREE OF US ARE ON OUR WAY BACK THROUGH THE NEXUS TO PLANET EARTH: DOC, ME, AND (SURPRISE!) XANDU IN TOW!

THE DEATH DIMENSION WILL SURVIVE--WITH MELINDA MORRISON AS ITS NEW SOVEREIGN!

THE PROOF IS THE WAY HER PRIMAL SCREAM STITCHED THE ENDANGERED REALM BACK TOGETHER.

LOOK, I CAN ACCEPT THAT SHE CAN'T EVER LEAVE THE PLACE--

--I CAN EVEN ACCEPT THAT XANDU STICKING AROUND WITH HER WOULD GIVE IT ONE LIFE TOO MANY, OR ONE DEATH TOO FEW, DEPENDING ON HOW YOU LOOK AT IT--

--BUT WILL THE DEATH-DEMONS TAKE MELINDA AS THEIR RULER?

WHO ELSE SHOULD THEY OBEY, BUT ONE WHO *CONQUERED* DEATH, BY ELUDING ITS GRASP FOR SO LONG?

YES, I BELIEVE WE'LL FIND THAT *QUEEN MELINDA* IS IN FOR A LONG, LONG REIGN...!

IF IT'S ALL THE SAME WITH YOU, DOC--

--I THINK I'LL SETTLE FOR A POSTCARD FROM HER NOW AND THEN.

STRANGE'S MANSION ON BLEECKER STREET HAS ALWAYS SEEMED TO ME LIKE SOME CREEPY OLD HAUNTED HOUSE.

BUT TONIGHT, THE SECOND TIME AROUND, AS WE MATERIALIZE IN HIS SANCTUM SANCTORUM--

--IT SEEMS ALMOST LIKE... COMING HOME.

MELINDA... MY DEAR, LOST MELINDA...

HOW CAN I GO ON LIVING... WHILE YOU ARE DOWN AMONG THE DEAD...?

I GUESS...

...IT REALLY *WAS* LOVE... AFTER ALL.

YES. AS MUCH AS WE'D SOMETIMES LIKE TO DENY IT, EVEN THOSE WE CONSIDER THE WORLD'S ARCH-VILLAINS USUALLY HAVE A HIDDEN CACHE OF HUMAN EMOTION, BURIED SOMEWHERE DEEP INSIDE.

THE CRYSTAL'S DRAINED-- THE WAND'S IN SMITHEREENS--

BUT WHAT'LL YOU DO WITH XANDU HIMSELF?

I'LL FIND A PLACE--A SECURE PLACE--WHERE HE CAN START TO HEAL HIS EMOTIONAL WOUNDS.

M-MELINDA...

BECAUSE HE'S DELVED SO LONG INTO THE OCCULT, XANDU NEVER REALLY LEARNED TO ACCEPT THE LIMITATIONS OF LIFE--INCLUDING THE UNAVOIDABILITY OF ITS EVENTUAL END.

PERHAPS, IN TIME, I CAN GET HIM TO ACCEPT THE INEVITABILITY OF DEATH...

...NOT ONLY HIS OWN, BUT THOSE OF HIS LOVED ONES...

...AS WE ALL MUST DO, SOONER OR LATER.

AND ON THAT CHEERFUL NOTE, I'LL BE ON MY MERRY WAY.

MAY THE SERAPHIM EVER SHIELD YOU, SPIDER-MAN.

AND MAY YOUR CLOAK OF LEVITATION NEVER GET LOST IN THE LAUNDRY.

I'LL BET DOC SEES RIGHT THROUGH MY FORCED ATTEMPT AT MIRTH.

HEY, I EVEN FEEL SORRY FOR XANDU.

HE KNOWS I FEEL CRUMMY ABOUT MELINDA, EVEN IF SHE'S NOW LORDING IT OVER AN-ASTRAL PLANE.

BUT JUST THIS MINUTE...

...THERE'S SOMEPLACE I'VE BEEN MEANING TO GO ALL EVENING.

LIKE XANDU, I'VE ALWAYS BATTLED AGAINST THE GRIM SPECTRE OF DEATH--SEEKING TO DENY ITS CLAIM ON ME--OR THOSE I LOVE.

AND I GUESS I'LL GO ON DOING THAT.

In Loving Memory BEN PARKER

BAIR

BUT MAYBE THE ONLY REAL WAY TO HONOR THE DEAD IS BY MAKING THE MOST OF YOUR LIFE, WHETHER IT LASTS A FEW FLEETING YEARS...

...OR A SWIFTLY-ELAPSED CENTURY.

I'LL GIVE IT A SHOT, UNCLE BEN.

FOR YOU.

-FIN-

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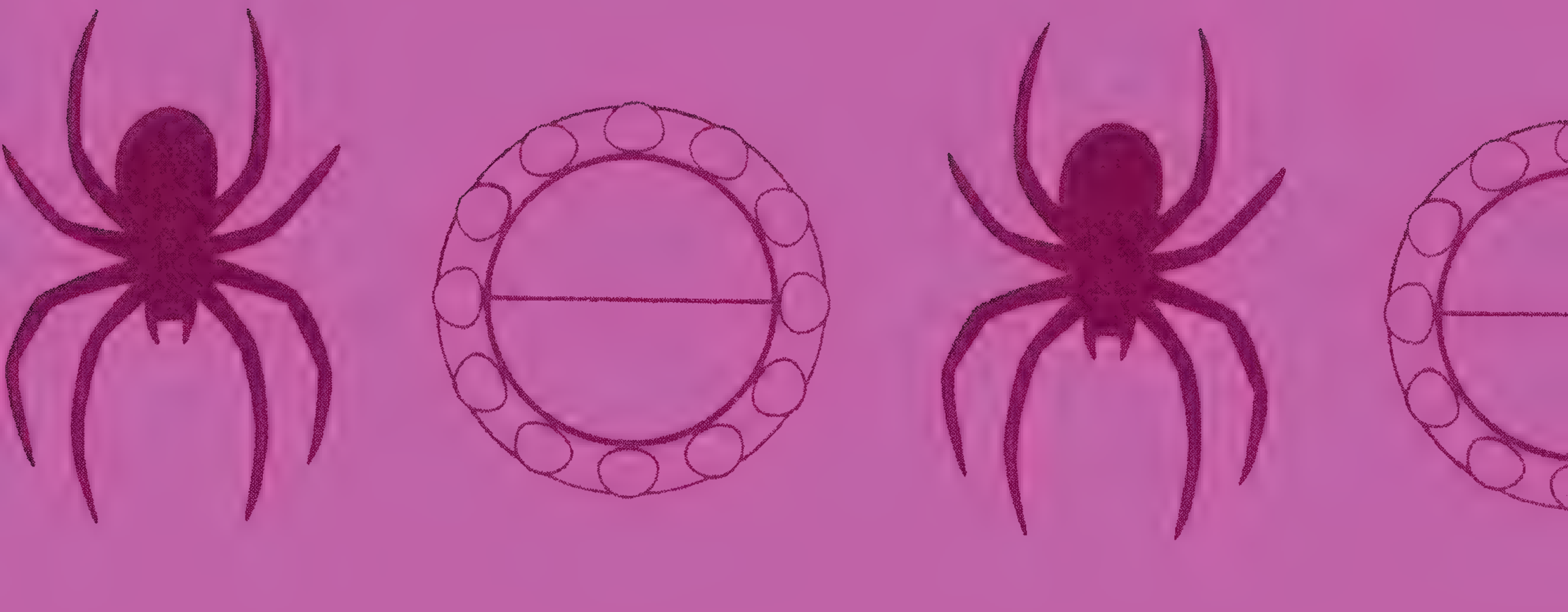

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SPIDER-MAN®

SPECIAL EDITION

GUILTY AS CHARGED!

JIM CRAIG
DAN DAY

THE TRIAL OF VENOM™

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE! Stan Lee PRESENTS: SPIDER-MAN®

SO YOU'RE SAYING THAT THE BREAKOUT ATTEMPT FROM THE VAULT WAS AN *ABERRATION*, MS. BREWSTER?

ABSOLUTELY, MR. NAGLE. AND WE'VE *LEARNED* FROM IT.

WE'VE FURTHER TIGHTENED OUR SECURITY AND ALSO INSTITUTED A NEW SERIES OF PSYCHOLOGICAL TESTING FOR ALL PERSONNEL.

WE HAVE THINGS BOTTLED UP SECURELY. THE JUSTICE DEPARTMENT NEEDN'T CONCERN ITSELF ABOUT THAT.

*SEE DEATH TRAP: THE VAULT GRAPHIC NOVEL.

WE AT THE JUSTICE DEPARTMENT HAVE CONCERNS ABOUT THE VAULT *OTHER* THAN SECURITY, MS. BREWSTER.

WHAT DO YOU MEAN?

WELL, OBVIOUSLY, WE WANT THE VAULT TO BE *MORE* THAN JUST A...A WAY STATION WHERE THESE SO-CALLED "SUPER-VILLAINS" CATCH THEIR BREATH IN BETWEEN CRIMES.

THEY CAN'T STAY "BOTTLED" HERE FOREVER. ARE YOU PEOPLE MAKING *ANY* ATTEMPT AT REHABILITATION, OR DO YOU JUST KEEP THEM HERE TO *ROT*?

WE'RE *WAY* AHEAD OF YOU, MR. NAGLE. WE'VE INSTITUTED A "REWARDS" SYSTEM HERE. FOR EXAMPLE, THE VAULT'S CELLS ARE NOW EQUIPPED WITH HOLOGRAPHIC IMAGERS.

MOONSTONE THERE HAS BEEN ON HER BEST BEHAVIOR SINCE THE ABORTIVE BREAKOUT SO SHE'S BEEN REWARDED BY OUR ACTIVATING HER IMAGERS, WITH A BEACH MOTIF.

OUR WAY OF TRYING TO SHOW THAT ACCEPTABLE BEHAVIOR CARRIES ACCEPTABLE REWARDS, JUST AS *UN*ACCEPTABLE BEHAVIOR CARRIES *UNPLEASANT* CONSEQUENCES.

ALTHOUGH, FRANKLY, OUR GUARDSMEN NOW TEND TO *LINGER* BY HER CELL. IT'S A LITTLE *EMBARRASSING*.

AAAAHHH!

WHAT THE *BLAZES* WAS *THAT*?!

THAT CAME FROM *VENOM'S* CELL!

SECURITY ALERT! FERNANDEZ, MEET US AT VENOM'S CELL AND BRING THE SONIC DISRUPTOR!

HE MAY BE TRYING ANOTHER *BREAKOUT*, AND WE'RE *NOT* GOING TO GET CAUGHT FLATFOOTED *THIS* TIME!

OPEN IT UP.

YOU'LL HAVE TO CONTACT CENTRAL COMMAND FOR THAT, MS. BREWSTER. NEW PROCEDURES, YOU *KNOW* THAT. BESIDES, IT'S PROBABLY A *TRICK*.

THAT'S WHAT *YOU'RE* HERE FOR, GUARDSMAN. TO BACK ME UP IF IT IS.

BUT IF IT *IS* A TRICK, IT'S A DARNED *GOOD* ONE. *LOOK* AT HIM! EDDIE BROCK LOOKS *TERRIFIED*!

It's...it's dead. It...

It *killed* itself!

G-g-get it *away* from me.

CENTRAL COM. THIS IS BREWSTER. ON *MY* AUTHORITY, DROP FIELD ON CELLBLOCK 666.

HE'S SHAKING LIKE A *LEAF*.

GUARDSMAN... LIFE READINGS ON THE VENOM CREATURE?

G-get it away... Please...

NOT SO MUCH AS A BLIP.

BUT IT COULD *STILL* BE A TRICK. THE ALIEN'S A SHAPE SHIFTER--IT COULD BE DISGUISED AS HIS SHORTS, AND THIS HERE IS... DISCARDED MATTER OR SOMETHING.

FLAT LINE

I'LL ESCORT YOU TO THE BIOLAB AND WE'LL RUN *FULL* READINGS ON HIM THERE. BUT AS NEAR AS I CAN TELL *NOW*--THE VENOM CREATURE'S *DEAD*.

THE TRIAL OF VENOM

WRITTEN BY
PETER DAVID
PENCILS BY
JIM CRAIG
INKS BY
DAN & DAVID DAY
LETTERS BY
KEN LOPEZ
COLORS BY
TOM SMITH
EDITS BY
GLENN HERDLING
CHIEF EDITS BY
TOM DEFALCO

NO WAY! I DO NOT BELIEVE IT! NOT FOR A SECOND! NOT FOR A NANOSECOND!

IF YOU WEREN'T TELLING ME THIS YOURSELF, I'D THINK IT WAS SOME SORT OF SICK JOKE!

TRUTH IS STRANGER THAN FICTION, SPIDEY.

"STRANGER" DOESN'T BEGIN TO COVER IT, HORNHEAD. IF THIS WERE ANYMORE SURREAL, I'D CHANGE MY NAME TO SALVADOR DALI-MAN.

YOU'RE TELLING ME THAT YOU'RE ACTUALLY GOING OUT TO THE VAULT TO *DEFEND* VENOM IN A *TRIAL?*

DEFEND HIM?

AND WHO WAS DEFENDING *ME* *FROM* HIM?

BESIDES, HE WAS *ALREADY* TRIED! AND HE WAS FOUND *GUILTY!*

NUMBER ONE, THE APPEALS COURT DETERMINED THAT, DUE TO INEFFECTIVE ASSISTANCE OF COUNSEL, HE WAS TO BE GRANTED A *NEW* TRIAL.

SECOND, IT'S *NOT* LIKE I VOLUNTEERED. AS MATT MURDOCK, I'M AVAILABLE FOR *PRO BONO* WORK... AND I WAS ASKED TO SERVE BECAUSE OF MY PREVIOUS EXPERIENCE WITH SUPER-POWERED OFFENDERS, SUCH AS THE *GLADIATOR.*

YOU *COULD* HAVE TURNED IT DOWN!

THE JUDGE WOULD HAVE ASKED *WHY* I WAS RESCUING MYSELF.

"WELL, YOUR HONOR, IN MY SECRET I.D. AS DAREDEVIL, I'M FRIENDS WITH SPIDER-MAN, AND VENOM TRIED TO *KILL* HIM."

YOU COULD HAVE *LIED!*

AS AN OFFICER OF THE COURT, I'LL PRETEND I DIDN'T *HEAR* THAT... ALTHOUGH, SINCE I'M LITERALLY CAPABLE OF HEARING A *PIN* DROP, THAT'S A TOUGH TRICK.

AND THIRD--I *WANTED* TO TAKE THE CASE. HE'S *NOT* VENOM ANYMORE. HE'S *EDDIE BROCK.* AND EVEN IF HE WERE *STILL* VENOM, HE'S ENTITLED TO FULL REPRESENTATION UNDER THE LAW!

WELL, I THINK IT STINKS, AND YOU CAN TELL THEM FROM ME...

ACTUALLY, YOU'LL BE ABLE TO TELL THEM YOURSELF.

WHAT DO YOU MEAN BY THAT?

I WANT YOU THERE AS A MATERIAL WITNESS.

BUT HE'S MY ENEMY!

THERE'S NO WAY YOU CAN MAKE ME GO.

SURE COULD. I CAN SUBPOENA YOU. BUT I'D PREFER NOT TO.

BESIDES, YOU HAVE A CIVIC RESPONSIBILITY. IT'S THE RIGHT THING TO DO.

KRAK

YOU HADDA BRING UP "RESPONSIBILITY," DIDN'T YOU?

FINE, YOU'LL BE A HOSTILE WITNESS. BUT YOU'RE THE CLOSEST THING TO AN EXPERT ON VENOM THAT WE HAVE.

WHEN YOU'RE DONE THUDDING YOUR HEAD AGAINST THE WALL, WE'LL DISCUSS PLANE SCHEDULES.

"IT BETTER BE AMERICA AIRLINES. I GET FREQUENT FLIER MILEAGE WITH THEM."

"DONE."

"AND A FIRST CLASS TICKET."

"YOU'RE PUSHING IT, PETER."

"A FIRST CLASS TICKET, COUNSELOR. MIGHT MAKE ME LESS HOSTILE."

"SIGH, DONE."

SPIDER-MAN, I'M BRENT NAGLE WITH THE JUSTICE DEPARTMENT. WE'RE PLEASED THAT YOU WERE ABLE TO COME.

WE KNEW OF MR. MURDOCK'S TIES WITH THE SUPERHERO COMMUNITY, WHAT WITH HIS BEING THE FANTASTIC FOUR'S ATTORNEY...

...BUT IT'S STILL HARD FOR ME TO BELIEVE THAT HE GOT YOU HERE.

YEAH, WELL, IT'S TOUGH FOR ME TO SWALLOW, TOO.

OH, AND THIS IS MS. BREWSTER. ACTING PROJECT HEAD.

RIGHT. HI.

PARDON MY BLUNTNESS, MR. MURDOCK, BUT I'VE WORKED WITH THE VISUALLY IMPAIRED, AND I MUST SAY THAT YOU MOVE WITH ABSOLUTELY UNPARALLELED CONFIDENCE- PARTICULARLY CONSIDERING THIS IS A STRANGE ENVIRONMENT.

OFFICIALLY YOU'RE HERE AS A WITNESS FOR THE DEFENSE, BUT THE PROSECUTION IS HOPING TO SCORE SOME POINTS WITH YOU UP THERE AS WELL.

THE BOTTOM LINE IS, YOU JUST TELL WHAT YOU KNOW, AND LEAVE THE REST TO THE JURY.

ACTUALLY, I'M JUST DOING AN IMPRESSION OF A SIGHTED PERSON.

YOU'LL NOTE, SPIDER-MAN, THAT WE'RE STILL TAKING NO CHANCES WITH BROCK. HIS CELL IS BEING MONITORED AT ALL TIMES.

NOT AT "ALL TIMES," MR. NAGLE. I'LL WANT YOUR MONITORS TURNED OFF WHEN I SPEAK TO MY CLIENT.

BUT...

ATTORNEY/CLIENT CONFIDENTIALITY, MS. BREWSTER. I'M AFRAID I MUST INSIST.

"AS YOU WISH, COUNSELOR."

THE ALIEN JUST GOT DEPRESSED-- TRAPPED, FRUSTRATED, AND STILL LOVESICK FOR SPIDER-MAN, DESPITE *EVERYTHING* THAT HAPPENED.

IT JUST COULDN'T *TAKE* IT ANYMORE. AND THROUGH SOME MEANS IT JUST... JUST STOPPED LIVING. COMMITTED SUICIDE.

THAT'S ALL I KNOW. I *SWEAR.*

CAN YOU GET ME *OUT* OF HERE, COUNSELOR? I DON'T BELONG HERE

I'M GOING TO ENTER A PLEA OF NOT GUILTY, DUE TO INSANITY... AN INSANITY THAT'S NO LONGER A THREAT.

I THINK WE HAVE A *GOOD* CHANCE.

HSST! COUNSELOR! OVER *HERE!*

THIS IS *EX PARTE* COMMUNICATION, SPIDER-MAN.

SAVE THE *GREEK* STUFF...

LATIN.

WHAT *EVER.* WHAT DID BROCK TELL YOU?

THAT'S CONFIDENTIAL.

MATT, FOR CRYING OUT *LOUD,* DID HE STICK TO THE STORY ABOUT THE ALIEN DYING? THE STORY THAT EVEN THE POLYGRAPH EXPERTS HERE VERIFIED?

HE SAID NOTHING THAT *CONTRADICTED* IT, AND I HAVE EVERY REASON TO BELIEVE HE WAS TELLING THE TRUTH.

EVEN IF HE *DID,* I COULDN'T TELL YOU.

WOW!

UH... DID HE SAY ANYTHING ABOUT... MY *OTHER* IDENTITY?

MY PAL.

DO YOU SWEAR TO TELL THE TRUTH, THE WHOLE TRUTH AND NOTHING BUT THE TRUTH, SO HELP YOU GOD?

BEFORE WE BEGIN, I WISH TO DOUBLE-CHECK THAT BOTH ATTORNEYS ARE COMPLETELY SATISFIED THAT THIS... *GENTLEMAN*... IS THE *BONA FIDE* SPIDER-MAN, RATHER THAN, SAY, TOM CRUISE IN A COSTUME?

YEAH.

BUT FOR THE RECORD, I LOOK JUST *LIKE* TOM CRUISE.

HE CRAWLED A WALL WHILE LIFTING AN ARMORED VEHICLE YOUR HONOR. *WE'RE* CONVINCED.

SIR, WOULD YOU TELL US ABOUT THE FIRST TIME YOU ENCOUNTERED THE INDIVIDUAL CALLED "VENOM?"

WELL, HE'D BEEN STALKING ME FOR SOME TIME. FINALLY IT LED TO A CONFRONTATION, AND HE TRIED TO *KILL* ME.

I MANAGED TO BEAT BROCK... *JUST.*

OBJECTION. WITNESS IS BEING ASKED TO TESTIFY AS TO THE DEFENDANT'S STATE OF MIND.

VENOM WAS *MASKED*. WHY DID YOU SAY "BROCK?"

YOUR HONOR, THERE'S *NO ONE* MORE QUALIFIED TO SPEAK TO "VENOM'S" STATE OF MIND THAN SPIDER-MAN.

I SAW HIM *UN*MASKED. AND I RECOGNIZED HIM FROM HIS PICTURE THAT ALWAYS RAN WITH HIS *GLOBE* COLUMN.

IN THESE PROCEEDINGS I TEND TO ALLOW A BIT *MORE LATITUDE* THAN USUAL. WITNESS MAY ANSWER.

DID YOU *TELL* HIM YOU KNEW HIM?

UH... I BELIEVE HE MEANT HIS REPUTATION WAS *RUINED*. BECAUSE OF THE SIN-EATER SNAFU.

YEAH. I SAID SOMETHING LIKE, "YOU'RE EDDIE BROCK!"

WHAT WAS *HIS* RESPONSE?

HE SAID, "I *USED* TO BE EDDIE BROCK."

COULD HE *ALSO* HAVE MEANT THAT HE DIDN'T CONSIDER HIMSELF TO *BE* EDDIE BROCK. THAT "EDDIE BROCK" WAS TOTALLY SUBLIMATED TO THE DESIRES OF THE ALIEN?

I... *GUESS* SO. YEAH. BUT...

BEFORE HE "BECAME" VENOM, DID EDDIE BROCK EVER ATTACK YOU IN *ANY* WAY?

NO.

LIBEL YOU? *SLANDER* YOU?

NO. BUT HE *HATED* ME! HE WANTED TO *KILL* ME! YOU SHOULD HAVE *HEARD* ALL THE THINGS HE SAID. EVEN IF HE *HADN'T* BONDED WITH THE ALIEN COSTUME, HE'D PROBABLY HAVE COME AFTER ME.

BECAUSE HE *HATED* YOU?

YES!

JUDGING BY HIS EDITORIALS AND PAST ACTIONS, DOES J. JONAH JAMESON, THE PUBLISHER OF THE *DAILY BUGLE*, HATE YOU?

I'D SAY SO, YEAH.

DOES *HE* TRY TO KILL YOU!

WELL...*NO*. HE'S HARASSED ME--SOMETIMES WITH ALMOST *DEADLY* RESULTS--BUT HE'S NOT *HOMICIDAL*.

SO SOMEONE HATING YOU *ISN'T* THE EQUIVALENT OF SOMEONE *DELIBERATELY* TRYING TO *KILL* YOU.

WELL...I GUESS NOT.

THEN ON *WHAT* BASIS DO YOU CLAIM THAT *MY* CLIENT, EDDIE BROCK, IS *MORE* LIKELY TO KILL YOU THAN, SAY, JAMESON--

CONSIDERING THAT, UP UNTIL HE WAS POSSESSED BY THE COSTUME, MY CLIENT WAS LAW ABIDING AND--UNLIKE THE "NOT HOMICIDAL JAMESON--NEVER SO MUCH AS SAID A HARSH *WORD* AGAINST YOU!

YOU WEREN'T *THERE!* THE MURDEROUS HATRED CAME FROM BROCK, *NOT* THE COSTUME! IF HE HADN'T LINKED UP WITH THE COSTUME, HE'D *STILL* HAVE BEEN A THREAT TO--

WAIT. *BACK UP.* "IF HE HADN'T LINKED WITH THE COSTUME." THAT *INTRIGUES* ME.

DID EDDIE BROCK TELL YOU WHAT HE WAS PLANNING TO DO RIGHT *BEFORE* THE ALIEN TOOK HIM OVER?

HE... UH...

HE SAID HE WAS... UH... PLANNING TO, UH...

...TO KILL HIMSELF.

SO RIGHT *AFTER* HE KILLED HIMSELF, HE WAS GOING TO COME GUNNING FOR *YOU*? IS *THAT* WHAT YOU'RE SAYING?

SEEMS TO ME EDDIE BROCK WAS A THREAT ONLY TO *HIMSELF*. WHAT DO *YOU* THINK, SPIDER-MAN?

I WANT TO ASK SPIDER-MAN A QUESTION!

EDDIE!

UH BOY, THIS IS *IT*. HE'LL SHOUT OUT MY IDENTITY AND...

ORDER! COUNSELOR, RESTRAIN YOUR CLIENT OR--

I JUST WANT TO KNOW... SPIDER-MAN...

CAN YOU EVER *FORGIVE* ME FOR THE THINGS I DID?

Huh?

AND DEFENSE HAS OFFERED NO CONVINCING ARGUMENT, LADIES AND GENTLEMEN, THAT THE CRIMINAL ACTIVITIES OF *VENOM*--ACTIVITIES WHICH RESULTED IN *MANY* DEATHS--WERE THE *SOLE* RESPONSIBILITY OF THE ALIEN ENTITY.

YOU *CANNOT* ABSOLVE EDDIE BROCK OF HIS CRIMES JUST BECAUSE HIS *COSTUME* IS GONE, ANY MORE THAN YOU CAN ABSOLVE A DRUNK DRIVER BY TAKING AWAY HIS *LICENSE*.

THE DEFENDANT IS A DANGEROUS *CRIMINAL*, BE HE CALLED VENOM OR EDDIE BROCK... AND HE MUST BE *TREATED* THAT WAY.

ALTHOUGH THERE IS PLENTY OF PROOF THAT THE ENTITY WAS HOMICIDALLY OBSESSED WITH SPIDER-MAN... THERE IS NO PROOF *WHATSOEVER* THAT EDDIE BROCK WAS.

VAULT SCIENTISTS HAVE GONE OVER EVERY INCH OF MY CLIENT'S EPIDERMIS. THE CREATURE IS GONE... AND SO IS *WHATEVER* DANGER HE MAY HAVE POSED.

THE LAW SAYS THAT FOR SOMEONE TO BE A CRIMINAL, HE MUST HAVE *MENS REA*... A STATE OF MIND IN WHICH HE UNDERSTANDS THAT HIS ACTS *ARE* CRIMINAL. *EDDIE BROCK* IS *NO* CRIMINAL. *VENOM* IS. DON'T PUNISH *ONE* FOR THE SINS OF THE *OTHER*.

I JUST WANT YOU TO KNOW... IF I GET SPRUNG... I'M NOT GOING ANYWHERE *NEAR* NEW YORK.

I'M WASHED UP THERE ANYWAY.

BEST THING IS FOR ME TO GET A CLEAN START. CHICAGO, OR MAYBE L.A. EITHER WAY... YOU AND YOUR *MISSUS*... DON'T HAVE TO WORRY ABOUT RUNNING INTO ME. AND MUM'S THE WORD ABOUT... *YOU* KNOW.

JURY'S *IN*, EDDIE. TIME TO GO.

THAT WAS FAST. IS THAT GOOD OR BAD?

NEITHER GOOD *NOR* BAD. IT JUST *IS*. LET'S GO.

MS. *BREWSTER?* YOU GOT A MINUTE?

THERE WAS SOMETHING THAT OCCURRED TO ME WHEN YOU TOOK ME ON A *TOUR* OF THIS PLACE. SOMETHING THAT COULD BE A POSSIBLE *BACK-UP* WE MIGHT WANT TO ARRANGE...

BACK-UP? TO *WHAT?*

BACK-UP, BECAUSE I THINK THE JURY IS GOING TO FIND BROCK...

NOT GUILTY, BY REASON OF INSANITY.

THE COURT THANKS THE JURY FOR THEIR SERVICE. YOU'RE DISCHARGED.

COUNSEL... I WILL NOW LISTEN TO ARGUMENTS AND RECOMMENDATIONS AS TO THE *DISPOSITION* OF THE MATTER OF EDWARD BROCK.

WELL, YOU *DID* IT. AND BELIEVE *ME*, COUNSELOR, FROM NOW ON...

...YOU'RE NOT GOING TO HAVE ANY MORE PROBLEMS WITH EDDIE BROCK.

IT WAS JUST A MATTER OF CONVINCING THE JUDGE THAT YOU WERE NO LONGER A *THREAT*, EDDIE. FORTUNATELY... HE WAS WILLING TO LISTEN.

OH *REALLY*? WELL MAYBE... JUST *MAYBE*... *YOU'RE* GOING TO HAVE PROBLEMS WITH *ME*, BROCK.

HUNH?!

MAYBE YOU THINK THIS IS OVER, BROCK. BUT IT'S *NOT*!

YOU THINK YOU'RE TOUGH? YOU'RE *NOTHING*, BROCK. WHAT YOU *ARE* IS SCUM, AND I'M GOING TO SCRUB YOU AWAY!

SPIDER-MAN, HAVE YOU LOST YOUR *MIND*?

SHUT UP! SHUT UP!

STAY *BACK*, MATT. I JUST HAVE TO MAKE *SURE*.

YOU'RE A *LOSER*, BROCK. PATHETIC, JEALOUS AND ENVIOUS, AND YOU'LL NEVER AMOUNT TO--

SHUT UP!!

UNHH! I *KNEW* IT! IT'S A *TRICK*! NO ONE *NORMAL* COULD TAG ME LIKE THAT!

THE *ALIEN'S* STILL *ALIVE*!!

BLEAGH!

INSIDE HIM!

THE BLASTED THING WAS INSIDE HIM!

THAT'S RIGHT, WALLCRAWLER. CONTROLLING PULSE RESPIRATION... EVERYTHING I NEEDED TO BEAT THE LIE DETECTORS.

AND MATT'S HYPERSENSITIVE HEARING, AS A BONUS HE DOESN'T EVEN *KNOW* ABOUT.

POW

YOU *RUINED* IT, WALLCRAWLER. I WANTED TO PUT SOME *SERIOUS* MILEAGE BETWEEN THIS PLACE AND ME.

BUT YOU COULDN'T LET IT *GO!* YA HAD TO KEEP *PUSHING* ME... UNTIL FINALLY I JUST *HAD* TO PUSH BACK.

YOU'RE TOO CLEVER TO *LIVE*, SPIDER-MAN. SO TELL YA WHAT...

NOW... WE'LL HAVE OUR *OWN* TRIAL.

BUT WE'LL TRY TO *MAXIMIZE* EFFICIENCY. I'LL BE JUDGE *AND* JURY.

I DON'T SUPPOSE I COULD BE TRIED IN *ABSENTIA*, HUH?

YOU'RE A FUNNY GUY, SPIDEY.

ALMOST AS FUNNY...

...AS THAT GUARDSMAN WHO THOUGHT HE COULD SNEAK UP ON ME WITH THAT SONIC BLASTER.

NOW THEN... IT'S *YOUR* BAD LUCK THAT I JUST HAPPEN TO BE...

...A *HANGING* JUDGE!

URKH!

ANYTHING TO SAY IN YOUR DEFENSE?

:GAAKRCHH:

NO? IN THAT CASE, I FIND YOU GUIL--

I OBJECT!

IN FACT... I FIND THIS WHOLE *PROCEEDING* PRETTY OBJECTIONABLE.

SPIDER-MAN ASKED ME TO COME ALONG AND KEEP MYSELF IN RESERVE, JUST IN CASE. HE'S PRETTY GOOD WITH THOSE "JUST IN CASES!"

DAREDEV--

ACKK!

WA

:HUNH:

NOT DAREDEVACKK! DAREDEVIL! WORLD'S GREATEST PAL.

BE CAREFUL, HORNHEAD!

OH, ABSOLUTELY, SPIDEY! I PUT ON A RED SUIT, BOUNCE OFF ROOFTOPS AND FLAGPOLES AND FIGHT SLAVERING PSYCHOS...

...BECAUSE I'M THE CAUTIOUS TYPE.

I DIDN'T THINK IT WAS POSSIBLE!

HERE'S SOMEONE WHO'S JUST AS OBNOXIOUS AS SPIDER-MAN!

DON'T SELL YOURSELF SHORT! YOU'RE EVEN MORE OBNOXIOUS THAN SPIDER-MAN.

OOOOFF!

THINK I... WRENCHED MY *SHOULDER!* SOME ACROBAT I AM.

I BLAME *YOU* FOR MY CREATION AS MUCH AS SPIDER-MAN. I'M GONNA THANK YOU BY RIPPING OUT YOUR WISECRACKING *TONGUE!*

WHAT, YOU HAVEN'T GOT ENOUGH OF YOUR *OWN?* GEEZ, MAN, YOU'VE GOT MORE TONGUE THAN EVERY NEW YORK DELI PUT *TOGETHER.*

FRANKLY, BROCK, I'M *HURT.* HERE YOU'RE TRYING TO CHANGE DANCE PARTNERS...

...WHEN *WE* HAVEN'T EVEN FINISHED *OUR* WALTZ!

YOU WANT TO WALTZ? FINE! BUT I'M LEADING!

UNHHH!

I'M GOING TO LEAD YOU STRAIGHT TO YOUR GRAVE...

...AND BURY YOU, WALL-CRAWLER!

Y'HEAR ME?

BURY YOU!

RUNNING AWAY? THAT IS SO VERY MUCH YOUR STYLE.

HIT AND RUN. DUCK FOR COVER.

I DON'T HAVE TO DUCK AND RUN. I JUST KEEP COMING AND COMING...

SURE, BROCK. YOU'RE THE ENERGIZER BUNNY OF THE SUPER-VILLAIN SET.

YOU WANT TO PLAY GAMES, SHINING YOUR FAIRY LIGHT AT ME? FINE.

I LOVE GAMES...

BECAUSE I ALWAYS WIN!

YOU ARE JOKING.

LET'S REVIEW, SHALL WE?

EVERY TIME YOU ATTACK ME, YOU WIND UP UNCONSCIOUS AND/OR IMPRISONED.

YOU WANT TO TELL ME WHERE "VENOM THE WINNER" FITS INTO THAT?

BECAUSE WE BOTH KNOW THAT ONLY THE *FINAL* BATTLE IS GOING TO COUNT. BECAUSE *I'M* THE STRONGER!

BECAUSE SOONER OR LATER, ONE OF US IS GOING TO HAVE TO *KILL* THE OTHER TO END IT.

...AND *YOU* DON'T HAVE THE *GUTS* TO DO IT!!

EVEN YOUR STRATEGY *NOW* WAS PATHETIC. YOU *KNEW* YOUR SPIDER-SENSE DOESN'T WARN YOU I'M COMING...

SO YOU SHINED YOUR SPIDER-SIGNAL, HOPING *THAT* WOULD HELP YOU SPOT ME.

THE PROBLEM WITH THAT PLAN IS...

...I DON'T *CARE* IF YOU SEE ME COMING *OR NOT!*

BROCK, ORDINARILY I'D SAY YOU'RE AS THICK AS A BRICK.

BUT WHY *INSULT* PERFECTLY DECENT BRICKS?

UNKHHH!

REMEMBER WHEN I SAID YOU END UP EITHER UNCONSCIOUS OR IMPRISONED?

GUESS WHICH ONE *THIS* TIME?

I'LL *KILL* Y--

--OOOFF!

OKAY, MS. BREWSTER, YOU CAN SHUT IT OFF.

YOU... WHAT... THIS IS... *MY* CELL?! WHAT--?

WHILE YOUR SANITY HEARING WAS BEING HELD, MS. BREWSTER--AT *MY* SUGGESTION--RIGGED UP A LARGE SECTION OF THE VAULT TO LOOK LIKE A CAVE, USING THOSE NEW HOLO-IMAGERS.

YOU'VE GOT BRAND *NEW* CRIMES TO ANSWER FOR, VENOM. LUCKY, *LUCKY* YOU.

AAARRHH

VENOM DEMANDED *ANOTHER* LAWYER. I TOLD HIM I WOULDN'T HANDLE THE CIVIL SUIT HE WANTED TO FILE AGAINST YOU FOR HITTING HIM AND SCREWING UP HIS PLAN.

FIRED BY VENOM. THAT'S *GOTTA* HURT.

IT WAS A GOOD PLAN HE HAD, TOO. THE SYMBIOTE CREATED A LARGE, DEAD PILE OF IT'S OWN MATTER, JUST AS IT DOES WITH THE WEBBING. MADE THEM THINK THAT THE COSTUME WAS *DEAD*.

AND THEN IT HID *INSIDE* HIM. KEPT HIM NICE AND CALM, TO FOOL THE LIE DETECTORS... AND EVEN ME.

BROCK'S GETTING *SNEAKIER* ALL THE TIME.

HAIL THE CONQUERING HERO.

FEELING *PROUD* OF YOURSELF?

MAYBE A LITTLE *SMUG*. SO YOU'RE BACK SO SOON FROM THE VAULT?

YOU *SAY* "BROCK"...BUT PETER, YOU KNOW THAT EVERYTHING I SAID IN HIS DEFENSE WAS *TRUE*. BROCK MAY NOT BE MOTHER TERESA... BUT BITTERNESS HAS NEVER BEEN A CRIME.

HE REALLY MIGHT *NOT* BE RESPONSIBLE FOR HIS ACTIONS. IN WHICH CASE, HE'S SUFFERING FOR CRIMES OVER WHICH HE HAS *NO* CONTROL. IT'S SOMETHING OF A *TRAGEDY*, REALLY.

YOU MEAN I'M SUPPOSED TO FEEL *EMPATHY* FOR VENOM NOW? AWWW, *MAATTTT*...

WHATEVER HAPPENED TO THE DAYS WHEN EVERYTHING WAS NICE, SIMPLE, GOOD GUYS AND BAD GUYS. BLACK AND WHITE?

IT WAS *NEVER* THAT WAY, PETER. NOT REALLY.

YOU'D REALIZE THAT... IF YOU SAW THE WORLD THROUGH *MY* EYES.

SPIDER-MAN SPECIAL EDITION: THE TRIAL OF VENOM BOUND-IN POSTER BY JIM CRAIG, NELSON & CHRIS SOTOMAYOR

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INSIDE: MORE ON THE MYSTERY OF SPIDER-MAN'S PARENTS!

the AMAZING SPIDER-MAN®

NOW ON SALE TWICE A MONTH!

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30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

INVASION OF THE SPIDER-SLAYERS™
PART ONE OF SIX!

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAVID MICHELINIE WRITER | MARK BAGLEY PENCILER | RANDY EMBERLIN INKER | RICK PARKER LETTERER | BOB SHAREN COLORIST | DANNY FINGEROTH EDITOR | TOM DEFALCO EDITOR IN CHIEF

EXPERTS SAY THE AIR IN NEW YORK IS JUST FULL OF UNHEALTHY THINGS.

A POINT THE AMAZING SPIDER-MAN WOULD CURRENTLY BE HARD-PRESSED TO ARGUE!

WHAT THE--?!

ON RAZORED WINGS

INVASION OF THE SPIDER-SLAYERS PART ONE

DON'T KNOW WHERE THAT BEASTIE *CAME* FROM--

--BUT IT'S PRETTY OBVIOUS WHAT IT'S *AFTER*:

ME!

PREFERABLY IN PIECES!

QUESTION IS... WHY?

THWIP

THWIP

BETTER TRY WEBBING!

IF I SLOW IT DOWN LONG ENOUGH, MAYBE I CAN GET SOME *ANSWERS!*

HSSSSs

THERE! THAT'S--

-- BETTER?

SHRIK

KRRP!

CHANGK

NUTS! I'VE GOTTA FIND TIME TO WORK ADAMANTIUM INTO MY WEBBING FORMULA!

ASSUMING, OF COURSE, I LIVE THAT LONG!

HOLY GEEZ! SPIDER-MAN! BEIN' BEAT UP BY SOME KIND'A MONSTER!

WE BETTER CALL 9-1-1!

TOMB

YOU DO IT, CAL!

MY KID WAS AT A CONCERT THAT MANIAC, CARNAGE,* CRASHED! BOY ALMOST GOT KILLED!

BUT THE WEB-SLINGER SAVED 'IM!

*ISSUE # 363.
-- DANNY

IT'S TIME TO RETURN THE FAVOR--

SWREEEEEEEEEE--

--WITH A JACKHAMMER MASSAGE!

IT'S GOING CRAZY! LASHING OUT AT RANDOM!

WHOOF!

MIGHT KILL INNOCENT BYSTANDERS--

--UNLESS I STOP IT--

--NOW!

SPZT

KRZZ

GZZZK

IT WAS A... ROBOT?!

NICE JOB, WALL-CRAWLER!

I COULDN'T HAVE DONE IT WITHOUT YOU, PAL! THANKS!

"Pal"?

HEY, THANK YOU!

SO WHAT THE HECK WAS THAT ALL ABOUT? I MEAN, IT'S NOT LIKE I DON'T HAVE ENOUGH ON MY MIND--

--WHAT WITH MY OSTENSIBLY DEAD PARENTS SHOWING UP ON MY DOORSTEP VERY MUCH ALIVE! BUT NOW IT LOOKS LIKE I CAN'T EVEN WEB-SWING--

"--TO THE DAILY BUGLE IN PEACE!"

DAILY BUGLE

AT LEAST THEY BOUGHT SOME PHOTOS I TOOK AS SPIDER-MAN!

THAT DIME IN MY BANK ACCOUNT WAS GETTING LONELY-- eh?

--SPIDERS! LITTLE MECHANICAL ONES, ALL OVER THE PLACE!

I'VE HEARD OF SIGHTINGS, MYSELF.

MAYBE IT'S PUBLICITY FOR A NEW MOVIE.

PUB

HA! MORE LIKELY IT'S SOME SCHEME COOKED UP BY THAT COSTUMED VIGILANTE SPIDER-MAN!

SOMETHING UNSAVORY, NO DOUBT!

WRONG AS USUAL, JONAH! BUT... MECHANICAL SPIDERS? COULD THEY HAVE ANYTHING TO DO WITH THAT ROBOT I--

--hmm...

SOON, IN SOHO...

HOME, SWEET HOME!

'COURSE, TH' OL' SPIDER-SENSE HAS BEEN ACTING STRANGE LATELY, KICKING IN LIGHTLY A LOT!

LIKE SOMEONE WAS WATCHING BUT POSED NO DIRECT THREAT!

HOPE I'M NOT COMING DOWN WITH-- eh? SOUNDS!

SOMEONE'S IN THE LIVING ROOM! BUT MARY JANE'S SUPPOSED TO BE IN QUEENS!

WHO?

SHOULD BE SAFE TO GO IN THROUGH THE SKYLIGHT-- SPIDER-SENSE WOULD WARN IF ANYONE WAS WATCHING.

FELICIA HARDY!

I THOUGHT BREAKING AND ENTERING WAS SOMETHING YOU GAVE UP WHEN YOU STOPPED BEING THE BLACK CAT!

SOME THINGS ARE HARD TO LEAVE BEHIND, PETER.

LIKE, FOR INSTANCE... YOU.

WHAT FLASH THOMPSON AND I HAVE GOING IS STILL STRONG, BUT THAT DOESN'T MEAN I DON'T CARE ABOUT YOU.

WHEN FLASH TOLD ME ABOUT YOUR PARENTS, TURNING UP ALIVE, I THOUGHT I'D, WELL, SEE IF YOU WERE OKAY.

SORRY, 'LICIA. THAT'S REALLY NICE. I--

--HOLD ON A SEC.

BRRNNNG

MJ.! I WAS JUST THINKING ABOUT YOU! WHERE --

IN FOREST HILLS, WHERE YOU'RE SUPPOSED TO BE! WE'RE SHOWING YOUR FOLKS THE CITY TONIGHT-- DID YOU FORGET?

UH, NO. I-I'LL BE THERE AS SOON AS I CHANGE CLOTHES.

YOU SOUND BUMMED, SPIDER. DON'T WANT TO SEE MOM AN' DAD?

Hm? OH, uh, SURE! OF COURSE I DO!

I'VE JUST... I'VE JUST GOT, um, STUFF ON MY MIND. I GOTTA GO.

BUT... THANKS FOR CARING, OKAY?

HE'S ON HIS WAY.

THEN WE'RE ALL SET!

I'VE BEEN THINKING: PERHAPS IT'S BEST FOR YOU *YOUNG* PEOPLE TO GO WITHOUT ME.

I'M NOT AS *SPRY* AS I USED TO BE, AND--

MAY, STOP BEING SO BLASTED NOBLE!

YOU'RE NOT HELPING ANY-THING BY STEPPING ASIDE! THE *LAST* THING WE WANT IS TO TAKE YOUR PLACE IN PETER'S LIFE!

AND IT'S THE LAST THING *PETER* WOULD WANT, TOO.

RICHARD'S RIGHT, MAY. WE *ALL* HAVE A PLACE IN PETER'S HEART--

--AS A *FAMILY!*

DUSK: AS A RESTFUL BUS RIDE DROPS A RESTIVE PETER PARKER A BLOCK FROM HIS AUNT MAY'S HOUSE...

I HATED LYING TO FELICIA.

BUT HOW COULD I TELL HER THE TRUTH--

STOP

--THAT I'M NOT COMFORTABLE BEING WITH MY PARENTS!

I'M NOT EVEN SURE THEY ARE MY PARENTS!

I--HUH? SOMEONE ACROSS THE STREET FROM AUNT MAY'S!

SPYING?

EXCUSE ME, SIR, I REPRESENT THE NEIGHBORHOOD WATCH --

--AND I'D LIKE TO KNOW WHY YOU'RE WATCHING THIS NEIGHBORHOOD!

YA GOT A SMART MOUTH, KID! ARE YA SMART ENOUGH TO READ?

"AGENT SHADDOCK F.B.I.?!"

FBI

INTERFERENCE IN OFFICIAL BUSINESS IS A VIOLATION OF FEDERAL LAW! DON'T LET IT HAPPEN AGAIN!

OH, GOODY. ANOTHER INEXPLICABLE COMPLICATION. LIFE JUST KEEPS GETTING BETTER...!

NONETHELESS, AN HOUR LATER IN MANHATTAN...

EAGLE VIDEOS

XXX

STATE

43rd ST.

YOU MEAN YOU CAN ACTUALLY RENT *MOVIES* TO WATCH ON YOUR OWN *TELEVISION*?

DID YOU SEE THAT, MARY? A STEREO PHONOGRAPH YOU CAN CARRY IN YOUR *POCKET!*

TIMES

IT'S A WORLD OF WONDERS, ALL RIGHT. BUT IT'S ALSO GOOD TO KNOW--

--THAT *SOME* THINGS STAY THE SAME. THE EMPIRE STATE BUILDING STILL LOOKS GRAND!

YES, AND NOT ALL CHANGES ARE NECESSARILY FOR THE *BETTER.*

I DON'T REMEMBER SO MANY PEOPLE WITHOUT *HOMES* TWENTY YEARS AGO.

EVENTUALLY...

HUNGRY YET? HOW 'BOUT TAVERN-ON-THE GREEN?

PETER, IT'S TOO EXPENSIVE!

TAXI

TUT-TUT, *NOTHING'S* TOO GOOD FOR THE PARKERS!

UH, YOU *DID* DEPOSIT YOUR CHECK FROM WORK THIS WEEK, DIDN'T YOU?

YOU'RE COVERED, Mr. PEROT!

HOWEVER...

EEEEE! L-LET GO--!

YEAH, LADY! RIGHT!

STAY HERE! I'LL CALL THE POLICE!

GOOD FOR YOU, SON!

BE CAREFUL, DARLING.

AND, A QUICK COSTUME CHANGE LATER...

POLICE WOULD TAKE TOO LONG TO GET HERE--!

Ah, BUT SPIDER-MAN...!

YO! MUSCLES!

Wha -- AW, C'MON! NO WAY THIS IS FAIR!

SOON...

NOW I'LL MAKE THAT CALL TO THE POLICE! THEN I CAN GET BACK TO--

-- SPIDER-SENSE! BUZZING LIKE CRAZY!

THE MUGGER HAS A DANGEROUS FRIEND...?

EEEEYIGE!

M-M-MUGGER?! I WISH--!

SKASH

SKITCH

A METAL BIRD! ANOTHER ROBOT!

TAIL SPIKES CUTTING THROUGH TREES LIKE A CHAINSAW THROUGH MATCHSTICKS!

WHAT IS THIS-- NATIONAL DIS SPIDEY WEEK?!

BETTER TRY TO LURE IT DEEPER INTO THE PARK, AWAY FROM INNOCENT BYSTAND--

WRANK

Brrrk!

CUT MY WEBLINE! DON'T HAVE ANYTHING TO HOLD ONTO!

UNFORTUNATELY BOK IT DOES!

BACK OFF!

WAIT A MINUTE -- "BACK"?

SURE! MAYBE I CAN RIDE THIS SUCKER TILL IT WEARS OUT!

WHOA! O-ONE LITTLE THING I SEEM TO HAVE FORGOTTEN:

ROBOTS DON'T GET TIRED!

I BELIEVE THE TECHNICAL TERM IS... "OOPS"!

HUH-UH! BETTER MAKE THAT--

NO TURN

--"OUCH!"

MY LORD! WH-WHAT'S THAT?!

IT'S SPIDER-MAN-- A RASCAL SOME PEOPLE CALL HERO!

I THINK HE'S A LITTLE SCARY! I MEAN CAPTAIN AMERICA WAS AROUND WHEN WE WERE YOUNG, BUT HE WAS... WELL...

HUMAN?

SHOULD GET EASIER NOW THAT I KNOW MY ENEMY, KNOW HIS MOVES AND POWERS!

AT LEAST HE WON'T BE ABLE TO TAKE ME BY--

SHTAK-TAK-TAK-TAK

"--SURPRISE?"

SPITTING SOME KIND OF METAL BOLTS! HITTING LIKE CANNON FIRE!

CIVILIANS AT RISK!

MY OPTIONS JUST DROPPED TO ZERO! CAN'T AFFORD *DEFENSIVE* TACTICS ANYMORE!

I MAY TAKE A COUPLE OF SHOTS, BUT I'VE *GOTTA* DO THIS!

HEY! RODAN!

PARTY'S OVER!

BRANG

IT WORKED?! YEESH!

WHY DIDN'T I DO THAT IN THE FIRST PLACE!

NEVER MIND!

BETTER CHANGE CLOTHES AND GET BACK BEFORE I'M MISSED!

SPOOKY OR NOT, THAT "SPIDER-MAN" IS RATHER EFFECTIVE, ISN'T HE?

HE HAS HIS MOMENTS!

PETER! YOU'RE OKAY?

C'MON, MJ., NEW YORK CAN BE A RISKY PLACE, BUT USING A PAY PHONE ISN'T *THAT* DANGER-OUS! ahem

PERHAPS YOU SHOULD CONSIDER THE *SUBURBS*, PETER. THIS CITY *DOES* SEEM RATHER UNSAFE!

YOU DON'T KNOW THE *HALF* OF IT!

THAT'S THE *SECOND* TIME I'VE BEEN ATTACKED BY SOME KIND OF ROBOT, FOR NO REASON AT ALL! AND I HAVEN'T A *CLUE* AS TO WHAT'S BEHIND IT!

OR, MAYBE MORE IMPORTANTLY...

... WHO'S BEHIND IT!

Epilogue: A DARKENED LABORATORY MANY MILES FROM MANHATTAN...

YOU'VE SURVIVED MY FIRST TWO ENGINES OF JUSTICE, SPIDER-MAN!

BUT THERE ARE PLENTY MORE WHERE *THEY* CAME FROM!

THIS ISN'T OVER, MY OLD FRIEND; OH, NO, QUITE THE CONTRARY!

IT'S JUST *BEGINNING!*

ACTUALLY, IT'S TO BE CONTINUED! BE HERE AS **ELECTRO** *JOINS THE FUN-- IN* **2** *WEEKS!*

DON'T MISS THE FIRST OF OUR SENSATIONAL **BACK-UPS,** *FOLLOWING* **IMMEDIATELY!**

PETER... I'VE CALLED YOU HERE ON A MATTER OF UTMOST SERIOUSNESS... UTMOST DELICACY.

THIS ISN'T DAILY BUGLE BUSINESS, SON... THIS IS PERSONAL - JUST BETWEEN THE TWO OF US.

WHAT'S HE UP TO?

JONAH NEVER CALLS ME "SON" UNLESS HE'S GOT SOME KIND OF ANGLE GOING.

A FEW WEEKS AGO... YOU CAME TO ME ASKING FOR HELP IN FINDING OUT THE FACTS ABOUT THE SUDDEN REAPPEARANCE OF YOUR PARENTS--

I TOLD YOU I WAS TOO BUSY. I TURNED YOU AWAY.

WATCH YOURSELF, JONAH. IF THIS HAS SOMETHING TO DO WITH MY MOTHER AND FATHER...

...YOU'RE WALKING ON VERY THIN ICE.

I WAS WRONG, PETER. I SHOULDN'T HAVE REFUSED YOU.

AFTER ALL, WE'RE OLD FRIENDS. I'M THE GUY WHO GOT YOU STARTED IN THIS BUSINESS.

HOW COULD I HAVE BEEN SO THOUGHTLESS AS TO TURN YOU AWAY IN YOUR HOUR OF NEED?

THINGS HAVE BEEN CONFUSING AND PAINFUL ENOUGH SINCE THEY CAME BACK INTO MY LIFE. I DON'T NEED YOU MAKING THINGS WORSE.

BUT I'VE GOTTA ADMIT... I'M CURIOUS.

WHAT'RE YOU UP TO? WHAT'S THE SCAM?

I LOSE SIGHT OF WHAT'S IMPORTANT.

SONOFAGUN! IF I DIDN'T KNOW BETTER, I'D SWEAR THAT HE WAS BEING...

SOMETIMES... I JUST GET SO CAUGHT UP IN MY WORK THAT... WELL... WHAT CAN I SAY?

...SINCERE.

I WANT TO *HELP* YOU, PETER. I WANT TO USE ALL THE RESOURCES OF THIS NEWSPAPER TO ANSWER ALL THE NAGGING, UNEXPLAINED QUESTIONS--

TOGETHER, WE'LL FIND OUT WHAT REALLY HAPPENED TO YOUR MOTHER AND FATHER... ALL THOSE YEARS AGO.

WHOA. I'VE KNOWN YOU LONG ENOUGH TO READ *THAT* LOOK, JONAH. YOUR EYES START TO NARROW... JUST A *BIT*...

YOU START TO CHEW ON THAT AWFUL CIGAR JUST A LITTLE MORE *FIERCELY*.

IF WE'RE GOING TO PUT THIS PUZZLE TOGETHER -- WE'RE GOING TO HAVE TO START AT THE *SOURCE*: YOUR MOM 'N' DAD.

I WANT TO SEND ONE OF MY BEST REPORTERS... *LYNN EPSTEIN*... TO TALK TO THEM. SHE KNOWS WHAT QUESTIONS TO *ASK*, PETER.

SHE'LL GET THE WHOLE *SCOOP* ON THEIR DAYS WITH *S.H.I.E.L.D.*

EPSTEIN? EPSTEIN'S A *VULTURE*. SHE'D SELL HER MOTHER FOR A STORY.

AND LOOK AT *HIM*: THAT NASTY LITTLE GRIN. *HE'S* THE BIGGEST VULTURE OF THEM *ALL*.

SO COME ON, JONAH, LET'S HEAR IT: LOWER THE *BOOM*.

AND... AH... SINCE THE BUGLE WILL BE GOING TO SO MUCH TROUBLE FOR *YOU*-- DO YOU THINK YOUR PARENTS WOULD MIND IF WE RAN A LITTLE... *FEATURE* ON THEM?

SOMETHING... *EXCLUSIVE*? I MEAN, WE'D BE MORE THAN WILLING TO PAY A *CONSIDERABLE* AMOU--

I *KNEW* IT!

STAN LEE PRESENTS:

CASHING IN

DEMATTEIS
WRITER
LOPRESTI
ARTIST
OUTRO
LETTERER
SHAREN
COLORIST
FINGEROTH
EDITOR
DEFALCO
EDITOR-IN-CHIEF

I KNEW IT!

I didn't expect this!

HEY!

DON'T YOU HAVE ANY DECENCY, JONAH?!

Ever since he first wandered in here with those coke-bottle glasses and his portfolio under his arm, Parker's been the kind of kid I could twist around my little finger.

Takes what he can get... never *pushes* too much. I didn't this'd be any big deal. And I *certainly* didn't think he'd get...

DON'T YOU HAVE EVEN A *SHRED* OF DECENCY?!

...mad...?!

BRUSHED ME OFF... TILL YOU REALIZED THERE'D BE A BUCK IN IT, HUH?

SO WHAT IF YOU'RE *USING* ME... USING MY FAMILY? AS LONG AS JONAH JAMESON GETS HIS GLORY--

--YOU DON'T CARE *WHO* YOU ROLL OVER, DO YOU?!

Kid's not making *sense*. This thing with his folks has got him nuttier than I *realized*.

So I do him a favor and the paper gets a payback. What's the big *deal*? You'd think I was *Attila the Hun* the way he's acting!

HEY, KID--GET A *GRIP* ON YOURSELF! THIS ISN'T ONE OF YOUR *FRIENDS* YOU'RE PUSHING AROUND HERE... THIS IS YOUR *BOSS*!

I'M THE ONE WHO SIGNS THE *CHECKS*, REMEMBER?

That didn't do anything! In fact, he looks even *angrier*!

He wouldn't *really* punch me, would he? I mean, a kid like Parker hasn't got the *guts*...

...*has* he?

PETER... NO!

PETER--*WHATEVER* HE DID... IT ISN'T *WORTH* IT! LET HIM *GO*!

Ah... saved!

Robbie'll straighten him out but good.

BACK OFF, ROBBIE!

Wait a minute! Whatever *I* did?

LET HIM *GO*!

SORRY, ROBBIE.

S'OKAY.

BUT HEY--YOU'VE GOT QUITE A *GRIP* THERE!

I ALMOST LET JONAH HAVE IT. NO HOLDING *BACK*. MY GOD... WITH MY *SPIDER-STRENGTH*... I WOULD'VE PUT HIM RIGHT THROUGH THE WALL.

BUT... *COULD* I HAVE REALLY DONE IT?

TELL ME WHAT *HAPPENED*.

THESE PAST MONTHS... EVERYTHING I'VE BEEN THROUGH AS *SPIDER MAN*: *VENOM*, *THE GOBLIN*, *THE VULTURE*, *RICHARD FISK*... AND THE SHOCK OF MY *PARENTS* COMING BACK FROM THE DEAD ON TOP OF IT ALL.

HAVE I BEEN SO SHAKEN--THAT I'M *LOSING* CONTROL?

HE... PUSHED ME TOO FAR, ROBBIE. TRIED TO ACT LIKE HE *CARED* ABOUT ME-- WHEN ALL HE WANTED WAS TO RUN AN *EXCLUSIVE* ABOUT MY *PARENTS*.

IN CASE YOU HAVEN'T *NOTICED*, JONAH-- I'M NOT THAT NAIVE *HIGH SCHOOL* KID YOU USED TO MANIPULATE SO EASILY. I'VE GROWN UP--

--AND *NOBODY* MANIPULATES ME ANYMORE.

AW, FOR CRYIN' OUT LOUD! HE'S *EXAGGERATING*! HE'S *OVER-REACTING*! ALL I SAID WAS--

JONAH... YOU OUGHTA BE *ASHAMED* OF YOURSELF! WHY... I OUGHTA DECK YOU!

YOU WANT A STORY? FINE. BUT BE *HONEST* ABOUT IT. PETER HAS BEEN A PART OF THE BUGLE FAMILY FOR YEARS--

--TREAT HIM WITH THE RESPECT HE'S *DUE*.

That *does* it!

FIRST THIS PUNK *MANHANDLES* ME--AND NOW YOU TALK TO ME LIKE I'M SOME *IDIOT* WHO DOESN'T KNOW WHEN--

--WHEN--

Hold on here.

Robbie's no fool. I've trusted him for years to tell me the truth... when no one else *would*.

What if he's right *this* time?

PETER... I DON'T KNOW... MAYBE I *WAS* OFF-BASE. MAYBE I GOT SO USED TO TREATING YOU LIKE A *SEVENTEEN* YEAR OLD--

--THAT I FORGOT YOU'VE GROWN INTO A *MAN*.

IF I'VE DONE ANY-THING *WRONG*--

--I'M *SORRY*.

IF I WASN'T FEELING SO GUILTY ABOUT NEARLY CRACKING YOUR *HEAD* IN HALF.

JONAH-- LET'S JUST *FORGET* IT.

I'VE BEEN REALLY *STRESSED*-OUT LATELY. I... REALLY *DID* OVERREACT.

OH, GIVE ME A *BREAK*, JONAH.

YOU EXPECT ME TO *BUY* THIS? YOU HAVEN'T GOT A SELF-RECRIMINATING BONE IN YOUR BODY.

...I'D WALK RIGHT OUT OF HERE.

LOOK: ROBBIE'S RIGHT. WE ARE FAMILY. AND FAMILIES ARE ALLOWED TO *FIGHT* ONCE IN A WHILE.

ALTHOUGH... =HEH-HEH=... NEXT TIME GO A LITTLE EASIER ON THE *SUIT.*

I'M GLAD *THAT'S* OVER. C'MON, PETE... THERE'S AN *ASSIGNMENT* I WANT TO TALK OVER WITH YOU.

SOUNDS GOOD.

LONG AS YOU GET ME AWAY FROM "MR. SINCERITY" HERE. UNBELIEVABLE... THE MAN SIMPLY HAS NO *HEART.*

OH, AND JONAH--

--NO STORIES ABOUT MY *FAMILY.*

Y'know... I'm almost glad that *happened.* It's funny how we can keep looking at people through old eyes.

Parker really *has* grown up. He's not that skinny nerd with glasses anymore. He is a man. He's actually got some *backbone.*

But there's still one thing he doesn't *understand.*

HELLO, *EPSTEIN?* JAMESON.

NO GO WITH PARKER. HE'S PRETTY INSISTENT. NO COOPERATION FROM THE *FAMILY.* YEAH. SURPRISED ME, TOO.

SO WE'RE JUST GOING TO HAVE TO WORK *AROUND* HIM. OR *OVER* HIM, IF IT COMES TO THAT.

I made a vow a long time ago to bring the people of this city the truth. And as rotten as it sometimes makes me feel... and, Heaven knows I feel pretty rotten right now...

YEAH. WHAT'RE YOU GONNA DO? THAT'S *LIFE,* RIGHT?

...the truth always comes *first.*

A man can't lose sight of what's *important.*

END.

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SPIDEY'S FOLKS: WHAT'S THE STORY?!

DETAILS INSIDE!

the AMAZING SPIDER-MAN®

NOW ON SALE TWICE A MONTH!

INVASION OF THE SPIDER-SLAYERS
PART TWO OF SIX!

LOOK OUT--IT'S ELECTRO!™

30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

PLUS: THE GREEN GOBLIN!™

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

SPIDER-SENSE TINGLES TO WARN ME--

--AND I GET LOTS OF *LOW-LEVEL* TINGLES WHEN I'M IN THE CITY BECAUSE THERE'S A LOT OF *POTENTIAL* DANGER!

BUT LATELY IT'S GOTTEN WORSE--

--LIKE SOMEONE WAS *WATCHING* ME, BUT POSED NO *DIRECT* THREAT!

WONDER IF IT HAS ANYTHING TO DO WITH THE WEIRD *ROBOTS* THAT'VE BEEN ATTACKING ME LATELY?*

*LAST ISSUE. --D.

AH, WELL, BETTER GO THE REST OF THE WAY AS A CIVILIAN! THOSE EXTRA TINGLES SEEM TO DISAPPEAR WHEN MY COSTUME DOES!

WHILE NEARBY...

DISAPPEARED! HE'S TOO BLASTED FAST!

DON'T WORRY, I'M REPOSITIONING THE TRACKERS! THEY'LL SPOT HIM AGAIN!

*MOMENTS LATER, **PETER PARKER** REACHES THE CAMPUS OF EMPIRE STATE UNIVERSITY--*

*-- WHERE HE GREETS HIS WIFE, **MARY JANE**, OLD FRIENDS **FLASH THOMPSON** AND **FELICIA HARDY**--*

--AND A MIDDLE-AGED COUPLE WHO, UNTIL DAYS AGO, HE'D BEEN THOROUGHLY CONVINCED WERE--

--DEAD.!

HELLO, UH, "MOM"... "DAD".

WE'VE BEEN LOOKING FORWARD TO THIS TOUR, SON! WE'RE *PROUD* THAT YOU'RE CONTINUING YOUR EDUCATION!

SOME THINGS NEVER CHANGE, HUH, MR. PARKER? PETE THE EGG-HEAD -- AN' FLASH THE BONEHEAD!

C'MON, FLASH, YOU'RE SMART--

--YOU JUST DON'T *APPLY* YOURSELF!

OH, SURE! THAT *SCIENCE BUILDING* IS YOUR SECOND HOME -- YOU *LOVE* IT!

BUT IF I SET FOOT IN THERE, I'D BREAK OUT IN *HIVES!*

SAME OL' FLASH -- I SAY "BLACK", YOU SAY "WHITE"!

MUST BE WHY WE WERE SUCH *ENEMIES* IN HIGH SCHOOL!

YEAH, WE WERE. I GUESS SOME THINGS *DO* CHANGE.

MARY? ARE YOU ALL RIGHT?

OH, RICHARD! SNIFF! HEARING ABOUT PETER GROWING UP--

--WELL, I-IT'S WONDERFUL! BUT...

...IT MAKES ME REALIZE HOW MUCH THAT 20 YEARS AS *POLITICAL PRISONERS* COST US!

AND HOW MANY MEMORIES WE'LL NEVER SHARE WITH OUR SON...!

HEY, PETE! YOU'RE LOOKING A LITTLE SHAKY YOURSELF!

SAME REASON?

NO. NOT EXACTLY.

I'M STILL NOT CONVINCED THESE PEOPLE ARE MY FOLKS! AND IF THEY *ARE*--

--HOW COULD THEY GO ON SOME STUPID *SPY* MISSION AND LEAVE THEIR ONLY SON BEHIND!

I HEAR YA, PAL. JUST HANG TOUGH.

AND SOON, AT THE CAMPUS CAFETERIA...

THEY USED *MICROWAVES* TO COOK ALL THIS?

UH-HUH. MOST EVERY-ONE USES THEM THESE--

LOOK OUT! COMIN' THROUGH!

WHOA! WHAT'S THE RUSH?

JUST HEARD ON CAMPUS RADIO-- *ELECTRO'S* TANGLIN' WITH A *S.W.A.T.* TEAM TWO BLOCKS OVER!

I'D BETTER GO, UH, TAKE PICTURES FOR THE *DAILY BUGLE!*

BUT, PETER--!

IT'S MY *JOB!*

I'LL COME, TOO! COULD BE FUN!

'LICIA?

NO! THERE'S NOTHING YOU CAN DO.

THAT'S THE LAST TIME YOU'LL SAY THAT TO *ME...!*

EXCUSE ME. MA'AM?

THIS IS A DESIGNATED NO-SMOKING AREA.

SORRY...

...BUT RIGHT NOW, I *NEED* THIS MORE THAN YOU *DON'T!*

SECONDS LATER, ON THE BUILDING'S ROOF...

I'LL BAG ELECTRO AS FAST AS I CAN, THEN GET BACK TO--HEY!

THAT'S THE F.B.I. AGENT WHO WAS WATCHING AUNT MAY'S HOUSE!*

*AGAIN, LAST ISH.--D

WHAT THE HECK IS HE DOING HERE?

SWELL. SOMETHING ELSE TO WORRY ABOUT!

DOESN'T LIFE EVER GET SIMPLER?

GOT 'IM!

TRACKING UNIT 917 HAS TARGET-LOCK!

GET ME AN OPEN LINE TO THE BOSS!

AND SOON, SOME MILES DISTANT...

VERY GOOD, KRIEGSTEIN.

VERY GOOD, INDEED!

SHOULD WE TAKE FURTHER ACTION, SIR?

NOT NECESSARY. NOW THAT I HAVE CURRENT COORDINATES, I CAN DEPLOY A SUITABLE ASSAULT UNIT--

--FROM HERE!

WHILE IN MANHATTAN...

GET SMART, COPS--I CAN KEEP THIS UP ALL DAY!

THINK OF WHAT IT'S DOING TO THE CITY'S *PATROL CAR* BUDGET!

SO HOW 'BOUT I JUST KEEP THOSE *DIAMONDS* I STOLE, AND WE GO OUR SEPARATE WAYS!

FAIR ENOUGH?

NOT EVEN CLOSE, ELECTRO!

HUH--?

THWOK

HIGH ST.

I BREAK OUT OF JAIL-- JUST TO RUN INTO YOU AGAIN ?!

MAYBE I SHOULD MOVE TO MILWAUKEE!

GOOD IDEA! I'LL SPOT YOU TRAIN FARE!

NORMALLY, ELECTRO'D BE ABLE TO BURN THROUGH MY WEBBING IN A, WELL, *FLASH!*

BUT HE'S SURPRISED, OFF BALANCE!

THWIP

SO MAYBE THIS'LL HOLD HIM LONG ENOUGH FOR ME TO--

--FROM *ABOVE*?!

--HNH? SPIDER-SENSE!

WHAT THE--

SZZZASH

OOOOOHH, LORD!

THINGS JUST GOT EVEN MORE COMPLICATED!

DON'T KNOW WHO THAT FLYBOY IS, BUT HE LOOKS LIKE HE WANTS SPIDER-MAN FOR LUNCH!

BON APPETIT, BIG FELLA!

THWIP

A GUY IN ARMOR?! BUT WHY'S SOME "DARK IRON MAN" ATTACKING ME FOR NO REASON?

BETTER TAG HIM, TAKE HIM DOWN AND GET BACK TO--

--OOOOOOP!

RRRENCH

HE'S STRONG! STRONGER THAN THAT *LAMPPOST*, ANYWAY!

BETTER ADD *AGILE*, TOO! HE'S MAKING A 90° TURN!

SNAPPING MY WEBLINE LIKE A--

THRAK

--WHIP!

OONF! FORTUNATELY--

--I'M RATHER NIMBLE *MYSELF!*

WE'RE A *DEMOLITION* CREW-- JUST SET A TON O' *TNT* IN THIS BUILDIN'!

THE WHOLE *BLOCK'S* BEEN EVACUATED!

BLAST ZONE

DANGER

YOU MEN'D BETTER TAKE OFF! THIS PLACE COULD GET *DANGEROUS!*

THEN YOU'D BETTER GET AWAY *YOURSELVES!* THIS BLAST ZONE IS ABOUT TO GET A WHOLE LOT--

YOU'RE TELLING *US?*

--HOTTER!

SIZZAK

LOUSY COPS GRABBED THE DIAMONDS!

BUT I CAN STILL GET *SOME* SATIS-FACTION BY HELPING MY NEW "PARTNER"--

--FRY SPIDER-MAN'S RED-AND-BLUE *BUTT!*

OH, GREAT! THEY'RE GANGING UP ON ME!

RUN AWAY!

I NEED A *PLAN!*

NEW PLAN!

I NEED A *NEW* PLAN!

KABRASH

AT LEAST *ELECTRO* STAYED OUTSIDE!

IF I CAN JUST PUT SOME DISTANCE BETWEEN ME AND THE *BIG* GUY--

--NUTS! I CAN HEAR HIS BOOT ROCKETS KICKING IN! I'LL NEVER BE ABLE TO OUTRUN--

--WAIT! HE'LL *EXPECT* ME TO RUN!

AND THAT JUST MIGHT GIVE ME A *CHANCE!*

KRAK

SHROOM

THWI-WISSH

GOT 'IM!

TWO *ENTIRE* WEBBING CARTRIDGES, ALL AT ONCE!

THAT'S ENOUGH TO HOLD *ANYONE!*

EXCEPT... *HIM?*

FZZAS

SPIDER-SENSE!

RUNNING AWAY'S STARTING TO SOUND *PRETTY GOOD* AGAIN--HUH?

KA-ZHAK

I FIGURED YOU'D GET FLUSHED OUT SOONER OR LATER! LOOKS LIKE MY WAITING PAID OFF!

GET READY TO LEARN WHAT *"EXTRA CRISPY"* FEELS LIKE, HERO!

ARMORED GUY'S TOO TOUGH TO HURT! BUT MAYBE I CAN *STUN* HIM-- WITH *ELECTRO'S* HELP!

YOU *TALK* A GOOD FIGHT, BIG-MOUTH!

OH, YEAH? HOW'S *THIS* FOR VOCABULARY!

KZZ-ZZ-ZAK

ELOQUENT! YOUR ELECTRIC CHARGE TRIPPED THOSE *FUSE WIRES* JUST LIKE I HOPED IT WOULD!

FUSE? *WH-WHAT* FU--

BBB-BWOOM

OH, MAN! I UNDERESTIMATED THAT BLAST!

MY EARS ARE GONNA RING FOR *WEEKS!*

EVEN WORSE, ELECTRO USED THE CHAOS TO GET AWAY!

BUT IF THE EXPLOSION WAS *THAT* STRONG, WHAT HAPPENED TO THE GUY IN THE--

--ARMOR?

TONK

WIRES! AND CIRCUITRY! THAT WASN'T A MAN--!

IT WAS A *ROBOT!*

THAT'S ***THREE*** MECHANICAL ASSASSINS THAT'VE TRIED TO HIT ME IN THE LAST COUPLE OF DAYS!*

* SEE LAST ISSUE.--D.

BUT THE VERY ***NUMBER*** GIVES ME AN IDEA OF WHO MIGHT BE ***BEHIND*** IT ALL!

I'VE ONLY GOT ONE ENEMY WHO COULD ***SINGLE-HANDEDLY*** COME UP WITH SO MANY ***DIFFERENT*** DEATH MACHINES:

THE TINKERER!

EVENING, A RENTED WAREHOUSE IN SOUTH MANHATTAN...

ARE THEY READY, ***TINKERER?***

?

THEY ARE, INDEED. AND I MUST SAY--

--THESE HAVE BEEN SOME OF THE MOST ***CHALLENGING*** DEVICES I'VE EVER BEEN COMMISSIONED TO DESIGN!

I HOPE YOU'LL FIND THEM ***WORTH*** MY NOT INSUBSTANTIAL FEES.

THEY WILL BE, TINK. ESPECIALLY FOR THE EXPRESSION THEY'LL BRING TO THE FACE OF A CERTAIN...

...SPIDER!

NEXT ISSUE: THE (BLACK) CAT'S OUT OF THE BAG! THE **SCORPION** DROPS BY! MOM AND POP MEET AN OLD FRIEND! AND (DIDJA GUESS?) ANOTHER **KILLER-ROBOT!** ALL IN TWO WEEKS! (BUT DON'T FORGET TO READ ***THIS*** ISSUE'S SECOND FEATURE ***RIGHT NOW!!***)

THE VAULT: COLORADO PRISON FOR SUPER-CRIMINALS...

KLIK

MRS. OSBORN--

--YOUR HUSBAND'S HERE.

STAN LEE PRESENTS:

more bad news

J.M. DeMATTEIS WRITER | TOD SMITH PENCILER | DON HUDSON INKER | STEVE DUTRO LETTERER | BOB SHAREN COLORIST | DANNY FINGEROTH EDITOR | TOM DeFALCO EDITOR-IN-CHIEF

WE'LL BE IN THE NEXT ROOM... WATCHING THE MONITORS. IF THERE'S ANY TROUBLE JUST--

HE'S MY HUSBAND, FOR HEAVEN'S SAKE! HE'S A DECENT MAN! HE'S NOT SOME CRIMINAL!

HE'S NEVER HURT ME!

SURE--

--WHATEVER YOU SAY.

SLAM

SO... AREN'T YOU GOING TO GIVE YOUR LOVING HUBBIE A LITTLE KISS?

YOU WEREN'T LYING TO THE NICE GUARDSMAN, WERE YOU? YOU'RE NOT AFRAID OF ME?

AFRAID OF YOU? OF COURSE NOT.

THEN GIVE US A KISS.

TOO BAD I'M WEARING THIS HIGH-TECH STRAIT JACKET, DARLING.

I'D LOVE TO GET MY ARMS AROUND YOU.

WHY DIDN'T YOU BRING NORMAN WITH YOU?

I... I WANTED TO. BUT THEY WON'T ALLOW CHILDREN HERE. THEY SAY THE VAULT IS TOO MUCH OF A RISK AND--

A RISK?! DO THEY ACTUALLY THINK I'D DO ANYTHING TO HARM MY OWN CHILD?!

NORMAN'S THE WORLD TO ME! HE'S EVERYTHING!

EVERYTHING!

SIGH. SO, MY SWEET... WHAT DO YOU HEAR FROM THE LAWYER? WHEN DO I GET OUT OF THIS NAUSEATING PIT?

I... I SPOKE TO MR. BRODSKY JUST BEFORE I LEFT. HE THINKS HE CAN GET YOU OUT SOON.

GOD FORBID.

HE SAYS THE EVIDENCE AGAINST YOU IS CIRCUMSTANTIAL. MOST OF WHAT THE POLICE HAVE RELATES TO YOUR FATHER'S CAREER AS THE GREEN GOBLIN--

THEY'RE DESPERATE TO PIN SOME OF IT ON YOU, BUT BRODSKY SAYS IT JUST WON'T STICK.

CAN... CAN YOU BELIEVE IT? THEY WANT ME TO TESTIFY AGAINST YOU--

--SAY YOU KIDNAPPED ME AND MARK AND NORMAN--*

BUT WHY WOULD YOU SAY THAT? I DIDN'T KIDNAP YOU... DID I?

THAT'S JUST A LIE THAT SPIDER-MAN TOLD THE POLICE... ISN'T IT?

ISN'T IT?

*SEE SPECTACULAR SPIDER-MAN #189.--O.

HARRY... I'D NEVER TESTIFY AGAINST YOU... I'D NEVER DO ANYTHING TO HURT YOU. YOU'RE MY HUSBAND. I LOVE YOU!

YES. YES... OF COURSE.

AND I... I LOVE YOU, TOO

SO... UM... HOW ARE THINGS BACK HOME? SEEN MUCH OF OUR... FRIENDS?

NOT REALLY. I HAVEN'T BEEN IN THE MOOD FOR SOCIALIZING. BUT PETER AND MARY JANE HAVE BEEN INCREDIBLY SUPPORTIVE--

ANYTHING I'VE NEEDED... THEY'VE BEEN RIGHT THERE.

OH... BUT POOR PETER--

"POOR PETER" WHAT?

THESE PEOPLE SHOWED UP AT HIS... AT HIS AUNT'S HOUSE... AND, HARRY, YOU'RE NOT GOING TO BELIEVE THIS... BUT THEY CLAIM TO BE HIS PARENTS--

PETER'S SO UPSET... SO CONFUSED.

WHAT'S GOING ON WITH ALL OF US? WHY DO OUR LIVES SEEM SO OUT OF CONTROL?

...HIS PARENTS...

HIS PARENTS?

HOW CAN THAT BE? HIS PARENTS ARE DEAD!

PEOPLE'S PARENTS DON'T JUST COME BACK FROM THE DEAD, LIZ! YOU DON'T SEE MY MOTHER AND FATHER CRAWLING UP OUT OF THEIR GRAVES AND DROPPING BY FOR DINNER!

NO... YOU DON'T UNDERSTAND. PETER'S MOTHER AND FATHER WEREN'T KILLED IN THAT PLANE CRASH. IT'S ALL BEEN SOME KIND OF AWFUL MISTAKE AND--

HIS PARENTS?

ALIVE?

I CAN'T BELIEVE IT.

CAN'T YOU FIND ANOTHER CHANNEL, HERB? THIS JOKER GIVES ME THE WILLIES.

UNFORTUNATELY, THIS IS THE ONLY CHANNEL WE'VE GOT.

I SHOULDN'T HAVE TOLD YOU. I KNOW HOW CLOSE YOU ARE TO PETER... HOW MUCH HE MEANS TO YOU. BUT YOU CAN'T WORRY ABOUT THIS. PETER'S STRONG. HE CAN HANDLE IT.

YOU'VE GOT ENOUGH ON YOUR MIND WITHOUT--

YOU DON'T KNOW PETER THE WAY I DO. HE'S... NOT AS STRONG AS EVERYONE THINKS.

HONEY... YOU'RE SWEATING. AND YOUR HEAD'S SO HOT.

WHY DIDN'T YOU TELL ME YOU WERE SICK? WE'D BETTER GET YOU A DOCTOR BEFORE--

ONLY DOCTOR'S GONNA HELP HIM IS A GOOD PSY-CHIATRIST.

FOR HEAVEN'S SAKE, LIZ-- IT'S JUST A LOW GRADE FEVER! I'M NOT LIKE PETER! I'M NOT WEAK!

I DON'T NEED YOUR IDIOTIC CODDLING!

I'M AN OSBORN--

--AND I'M STRONGER THAN ANYONE REALIZES!!

OSBORNE

KRAKK!

NOBODY KNOWS HOW POWERFUL I REALLY AM! NOBODY!

MY FATHER'S STRENGTH-ENHANCING FORMULA... IT'S CHANGING ME EVERY DAY. EVERY DAY, LIZ!

ALARM'S HIT! LET'S MOVE!

ALERT

I TOLD YOU HE GAVE ME THE WILLIES!

SOME O' THESE GUYS THEY SHOULD JUST LOCK UP AND THROW AWAY THE KEY!

PLEASE, LIZ... YOU'VE GOT TO BELIEVE ME. I'M NOT A SNIVELER LIKE PARKER. I SWEAR TO YOU I'M NOT!

I'M AN OSBORN! AND SO IS MY SON.

PROMISE ME YOU WON'T MAKE MY LITTLE BOY INTO A SNIVELING WEAKLING!

PROMISE ME YOU WON'T MAKE ME ASHAMED OF HIM--

--THE WAY MY FATHER WAS OF--

--MEEEE!!

FRAK

NO!

DON'T HURT HIM!

OH, GOD ... PLEASE DON'T HURT HIM!

HE'S BEEN HURT ENOUGH IN HIS LIFE! WHY WON'T YOU ALL JUST LEAVE HIM ALONE?!

DON'T WORRY, DARLING! I'LL TALK TO THE LAWYER! I'LL GET YOU OUT OF HERE!

I WON'T LET THEM GO ON ABUSING YOU LIKE THIS!

I... LOVE YOU... LIZ...

HE... HE WAS UPSET--AND WHO WOULDN'T BE, LOCKED AWAY IN THIS AWFUL PLACE? BUT HE'D NEVER DREAM OF HURTING ME!

SLAM

DIDN'T YOU HEAR HIM JUST NOW? HE LOVES ME! HE LOVES ME!

SURE--

--WHATEVER YOU SAY.

SLAM

...HIS PARENTS. ALIVE.

POOR PETER.

THE END? (NOT LIKELY!)

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INSIDE: MORE TANTALIZING CLUES ABOUT SPIDER-MAN'S PARENTS!

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SPIDEY--SCORPION-IZED!

30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

INVASION OF THE
SPIDER-SLAYERS
PART THREE OF SIX!

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Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MICHELINIE WRITER · BAGLEY PENCILER · EMBERLIN INKER · SHARPE LETTERER · SHAREN COLORIST · FINGEROTH EDITOR · DeFALCO CHIEF

MY RE-WORKED TAIL'S AS LETHAL AS EVER! BUT THEN, I NEVER *DID* HAVE MUCH TROUBLE WITH RUN-O'-THE-MILL MUSCLE!

IT'S THE *SUPER-STRONG* TYPES THAT'RE THE *REAL* TEST!

THEY'VE ALWAYS HAD A BAD HABIT O' GRABBIN' ME BY THE TAIL, SLINGIN' ME AROUND!

KZZZ-ZZ-ZZ-ZZZAK

NOT ANY *MORE!*

THE *ELECTRIC CHARGE* WORKED AS PROMISED, MR. GARGAN?

IT DID THE JOB, *TINKERER!* BUT I FELT A LITTLE JOLT *MYSELF* WHEN I SET IT OFF!

HMM, COULD BE A *SHORT* SOMEWHERE IN THE NEW CIRCUITRY.

BETTER LEAVE YOUR COSTUME HERE. I'LL RUN A COMPLETE DIAGNOSTIC, AND YOU CAN PICK IT UP THIS AFTERNOON. *PAYMENT* CAN BE MADE THEN.

BUT I-- AW, WHAT THE HECK.

A LITTLE WAIT'LL MAKE KILLIN' J. JONAH JAMESON THAT MUCH SWEETER!

WHILE SOUTHWARD, IN THE SOHO LOFT OF PHOTOGRAPHER PETER PARKER ONE OF JAMESON'S DAILY BUGLE EMPLOYEES...

I USUALLY TRY NOT TO THINK MUCH ABOUT DYING!

BUT NOW THAT MY PARENTS HAVE SHOWN UP AFTER BEING "DEAD" FOR TWENTY YEARS, I'M STARTING TO WORRY ABOUT THE CHANCES I TAKE AS SPIDER-MAN!

I MEAN, WHAT IF I WERE KILLED BEFORE WE EVEN GOT TO KNOW EACH OTHER? THEY'D BE SHATTERED!

OH, AND LIKE I'D BE OFF TO THE RIVIERA TO CELEBRATE?

HEY, HON, LIGHTEN UP!

I KNOW YOU CARE ABOUT ME, WORRY ABOUT ME--

--BUT YOU KNEW THE RULES WHEN YOU SAID "I DO"!

MY FOLKS HAVE NO IDEA I'M SPIDER-MAN! AND LOSING THEIR SON THAT WAY JUST MIGHT BE TOO GREAT A SHOCK FOR THEM TO BEAR!

C'MON, MARY JANE. SHOW ME THE STRENGTH I MARRIED.

SHOW--

--YICK! YOU TASTE LIKE AN ASH TRAY!

WELL, THANK *YOU*, MR. ROMANTIC!

STRENGTH OR NO STRENGTH, I *DO* WORRY ABOUT YOU NEVER COMING HOME!

SO JUST LET ME COPE THE WAY I CAN, OKAY? GIVE ME THAT?

THEIR LOVE IS STRONGER THAN THEIR FEARS; UNDERSTANDING LINGERS IN WORDS UNSPOKEN.

HE KISSES HER NECK, SOFTLY, AND LEAVES.

MOMENTS LATER, ELSEWHERE IN MANHATTAN...

CALLED IN SOME MARKERS, GOT A LINE ON THE *TINKERER*!

HE'S THE MASTER-MIND I THINK IS BEHIND THOSE *ROBOTS* THAT'VE BEEN HOUNDING ME LATELY!*

DIDN'T THINK IT'D BE SAFE *TRAVELING* IN COSTUME, MAKING MYSELF A TARGET BUT NOW THAT I'M HERE...!

* LAST TWO ISSUES. --DANNY

THAT'S IT--THE TINKERER'S CURRENT WORKSHOP! AND IT LOOKS LIKE I'M JUST IN TIME!

SOMEONE'S COMING OUT! COULD BE--

--FELICIA HARDY?

MY EX-GIRLFRIEND?!? THE BLACK CAT?!

WHILE IN QUEENS, WHERE RICHARD AND MARY PARKER WAIT IN LINE AT THE DEPARTMENT OF MOTOR VEHICLES...

I STILL CAN'T BELIEVE HOW THE JAPANESE HAVE COME TO DOMINATE THE AUTOMOBILE MARKET!

IT'S SUCH A TURNABOUT FROM WHEN WE LAST DROVE, ISN'T IT?

WINDOW CLOSED

YES, IT IS.

MM-HMM. IT CERTAINLY IS.

WE'RE TRYING NOT TO TALK ABOUT PETER, AREN'T WE?

I... I SUPPOSE WE ARE, DEAR.

HE ISN'T ACCEPTING US VERY EASILY. I THINK HE RESENTS OUR LEAVING HIM ALONE ALL THESE YEARS.

WE DIDN'T ASK TO BE PUT IN THAT RUSSIAN PRISON!

I KNOW! WE'LL JUST HAVE TO GIVE THE BOY TIME.

AND, A SHORT TIME LATER...

MAY'S GOING TO BE HAPPY THAT WE CAN GET AROUND ON OUR OWN MORE--

--WHNF!--

GOSH, I'M AWFULLY SORRY! GUESS MY MIND WAS --

--SAY YOU FOLKS LOOK FAMILIAR. DO WE KNOW EACH OTHER?

LO THE END IS NEAR

I... I DON'T THINK SO.

SURE WE HAVEN'T MET SOMEPLACE? MAYBE A *LONG TIME* AGO?

MY NAME'S SHADDOCK-- *CHARLIE SHADDOCK.*

I'M SORRY, MR. SHADDOCK, BUT I'M AFRAID OUR MEMORIES ARE RATHER SPOTTY. MY WIFE AND I HAVE BEEN... OUT OF TOUCH.

MY MISTAKE THEN. NO HARM DONE!

THEY SEEMED CONFUSED, LIKE THEY REALLY *DON'T* REMEMBER. BUT HOW CAN I BELIEVE THEM? CAN I *TRUST* THEM?

WITH ALL THAT'S AT STAKE, CAN I TAKE THAT *RISK*...?

OUTSIDE THE TINKERER'S WAREHOUSE...

I NEVER THOUGHT I'D SEE IT HAPPEN!

WHA--?

SPIDER?

WHEN WE FIRST MET, YOU WERE A TOP-NOTCH BURGLAR! I THOUGHT YOU'D GONE *STRAIGHT*, BUT --

--IF YOU'RE IN LEAGUE WITH THE TINKERER ON THIS *ROBOT* THING--

CHILL, PETER! JUST 'CAUSE *I KNOW* SOMEONE DOESN'T MEAN I *WORK* FOR THEM!

LOOK, I WANTED THIS TO BE A SURPRISE, BUT... I COMMISSIONED THE TINKERER TO CREATE SOME GEAR FOR ME, SO I COULD BE-COME THE BLACK CAT *AGAIN!*

ON *YOUR* SIDE!

SEE THESE "EARRINGS"? THEY'RE *BALANCE COMPENSATORS!* WORK ON THE INNER EAR--

--TO HELP ME LAND ON MY FEET, LIKE A CAT! AND THAT'S JUST FOR STARTERS!

FELICIA, I THINK WE'D BETTER TALK ABOUT--

--HUH ? SPIDER-SENSE!

DANGER!

LOOK OUT!

SHKAM

WOKK

I SAW YOU FROM THE WINDOW WHEN I WAS PICKIN' UP MY COSTUME!

SCORPION!

AFTER ALL THE GRIEF YOU'VE SHOVELED ON ME IN THE PAST, I FIGURE JAMESON CAN WAIT--

--TILL I'VE PUT *YOU* UNDER GROUND!

CHRUNCH

YOU'LL HAVE TO GET YOUR TAIL *OUT* FIRST!

THWIP

I'LL SET 'IM UP, SPIDER-- YOU TAKE 'IM DOWN!

WAIT A SEC! WHAT OTHER GIMMICKS DO YOU HAVE *WITH YOU* BESIDES THOSE BALANCE THINGS?

RRUNK

UH...

...NONE?

GET OUTTA HERE!

CHKANK

SHAK

YOU SHOULD'VE LET THE BROAD STAY, WEB-SLINGER!

YOU'RE GONNA NEED SOMEONE TO PICK UP THE *PIECES!*

BETTER TAKE THIS TO THE ROOFTOPS! LESS CHANCE OF *BYSTANDERS* GETTING HURT!

TURNIN'--YOU SHOULD FORGIVE THE EXPRESSION-- *TAIL?* ALWAYS KNEW YOU WERE A COWARD!

AND I'M NO *FRAIDY-CAT!*

PETER'S NO CHICKEN!

NICE PUNCH, SCORPY! THAT COSTUME OF YOURS KEEPS GETTING BETTER AND BETTER!

BUT ME, I'LL STICK WITH *OL' RELIABLE!* NAMELY--

CHOK

--THE PROPORTIONAL STRENGTH OF A *SPIDER!*

ACID?

DON'T YOU HAVE ANY RESPECT FOR PROPERTY?

SSSSS

APPARENTLY NOT!

WAKASH

SO MAYBE I'LL TEACH YOU SOME!

WHROK

BRAMM

TSK! THERE YOU GO AGAIN! SOME PEOPLE NEVER LEARN!

KRANSH

Y'KNOW SOMETHIN'? THE ONLY THING I HATE MORE'N *TEACHERS*--

--IS GUYS WITH *BIG MOUTHS!*

WHAT'RE YOU, MY *DENTIST*? I--

--HUH? SOMETHING BEHIND--

HOLEEE--!

CAUGHT ME IN MIDAIR-- COULDN'T TWIST OUT OF THE WAY IN TIME!

WHAT THE BLOODY BLAZES IS *THAT*?!

I KNOW WHAT IT *LOOKS* LIKE, BUT THAT'S IMPOSSIBLE! STILL--

--IT'S GOT ME WRAPPED UP *TIGHT*! I'M A SITTING--

--DUCK!

THWOP

GUESS I SHOULDN'T LOOK A *GIFT-SLUG* IN THE MOUTH! I'VE WAITED TOO LONG FOR THIS!

WAK

AND YOU CAN'T IMAGINE HOW *GOOD* IT FEELS!

CHUD

OH, YEAH?

HOW IS IT COMPARED TO A CRACKED RIB?

AAIGH!

WORK WITH ME ON THIS!

TELL ME WHEN TO JUMP!

I'LL KILL YA BOTH!

BUT--

TRUST ME!

I HAVE A CHOICE?

SPIDER-SENSE BUILDING!

SCORPION READY TO ATTACK!

NOW!

DID IT!

CHUNGK

SCORPION TRIED TO SPIKE YOU--

--BUT NAILED THE ROBOT INSTEAD!

"ROBOT"? WHO'RE YOU KIDDING?! I'M THE ONLY ONE WITH CIRCUITRY AROUND HERE!

AN' I'M GONNA USE IT TO FRY THAT GIANT *SNAIL* TO ASH!

--EEEEYAGG!

SZZZZZZZ-ZZIK

YOU SHOULD'VE LISTENED, SCORPION! THAT WAS AN *AMOEBOID ROBOT!* I'VE FOUGHT ONE BEFORE!*

WHEN YOU CHANNELED ELECTRICITY INTO IT, IT OVERLOADED AND SHOT THE CHARGE RIGHT BACK TO YOUR COSTUME!

* IN AMAZING #37. -- D.

NEXT, TIME, WEB MAN--

--YOU BURN!

HE'S TAKING OFF! I-- CAT? YOU *OKAY?*

JUST TOOK A JOLT... FROM THE EXPLOSION!

I'LL MEET YOU AT TINK'S LAB!

AND SHORTLY, AT THAT SELF-SAME INSTALLATION...

NOTHING! TINKERER MUST'VE SPLIT WHEN HE SAW YOU ON THE STREET!

AND GARGAN MUST'VE HAD AN ESCAPE ROUTE OF HIS *OWN* SET UP! I LOST HIM!

BUT NOW I KNOW WHO *HAS* TO BE BEHIND THOSE ROBOT ATTACKS: ***MENDEL STROMM!*** HE'S THE DEMENTED SCIENTIST WHO CREATED THE ***FIRST*** AMOEBOID ROBOT!

GREAT! THEN ALL WE HAVE TO DO IS LOOK HIM UP, AND--

I'M AFRAID IT'S NOT GOING TO BE THAT SIMPLE. MENDEL STROMM, THE ONLY MAN ON THE PLANET WHO COULD POSSIBLY HAVE BUILT THAT *NEW* AMOEBOID--

--HAS BEEN ***DEAD*** FOR YEARS!

NEXT ISSUE : JOIN SPIDER-MAN AND THE ALL-NEW, ALL-EXCITING **BLACK CAT,** *AS THEY EXPLORE PUZZLES WITHIN PUZZLES IN PART 4 OF...*

*"**INVASION** OF THE **SPIDER-SLAYERS!**"*

(ON SALE IN TWO WEEKS!)

(AND DON'T MISS THE NEXT SENSATIONAL BI-WEEKLY BACK-UP THAT FOLLOWS THIS STORY IMMEDIATELY!)

CEMETERY

...HERE WE ARE, LADY. RIDGEWOOD CEMETERY.

THANK YOU. DO YOU THINK YOU COULD WAIT FOR ME--

--I WON'T BE LONG.

NO PROBLEM. MY METER RUNS WHETHER I'M MOVIN' OR STANDIN' STILL.

YOU JUST TAKE YOUR TIME.

STAN LEE PRESENTS

THE WEB

BEN--

--WE NEED TO TALK.

I'M SO MIXED UP. SINCE RICHARD AND MARY SHOWED UP ON MY DOORSTEP... I JUST...

NOTHING SEEMS TO MAKE SENSE ANY MORE. IT'S LIKE I'M ALL TANGLED UP IN A WEB... AND NO MATTER HOW HARD I TRY... I JUST CAN'T GET IT OFF ME.

J. M. DeMATTEIS, WRITER * AARON LOPRESTI, ARTIST
JOE ROSEN, LETTERER * BOB SHAREN, COLORIST
DANNY FINGEROTH, EDITOR * TOM DeFALCO, CHIEF

I DON'T *UNDERSTAND.* PETER'S PARENTS HAVE COME BACK TO US AFTER SO MANY YEARS... WE'RE A *FAMILY* AGAIN...

WHY CAN'T I BE *HAPPY* ABOUT THIS? OH, SOMETIMES I THINK I CAN'T BE HAPPY ABOUT *ANYTHING.*

REMEMBER WHAT YOU USED TO TELL ME? "THE ONLY TIME *YOU'RE* HAPPY, MAY, IS WHEN YOU'RE *WORRYING.*"

MAYBE I JUST CAN'T HELP IT. I WASN'T EXACTLY THE MOST CHEERFUL LITTLE *GIRL* IN THE WORLD.

MOTHER AND FATHER WERE CONSTANTLY *ARGUING*... AND I WAS CONSTANTLY FEELING *RESPONSIBLE.*

IT WAS ALWAYS ABOUT *MONEY*... HOW HARD IT WAS TO MAKE ENDS *MEET*... KEEP *FOOD* ON THE TABLE.

I USED TO THINK THAT IF I WASN'T *AROUND*, THEN MAYBE THEY WOULDN'T HAVE TO *STRUGGLE* SO MUCH.

BENJAMIN PARKER

MAYBE THEY'D STOP FIGHTING AND *LOVE* EACH OTHER AGAIN.

WISHING DIDN'T MAKE IT SO.

THE NIGHT MY FATHER WALKED OUT... OH, IT WAS *AWFUL*, BEN. I REMEMBER CRYING AND TELLING HIM I'D BE A GOOD GIRL.

I WOULDN'T *EAT* MUCH. I'D KEEP OUT OF THEIR *WAY.*

JUST *PLEASE*, DADDY, DON'T LEAVE.

MY MOTHER ONLY MADE THINGS *WORSE.* SHE TOOK OUT ALL HER FRUSTRATION ON *ME*... AND I CAN REMEMBER *EVERY* ANGRY WORD:

"IF IT WASN'T FOR YOU, MAY, WE COULD HAVE *MADE* IT. CHILDREN ARE NOTHING BUT A BURDEN. *SPOILERS!*

"THEY RUIN *EVERYTHING!*"

NOW WHY IN THE WORLD AM I GOING ON ABOUT ALL *THIS*? MUST BE GETTING *SENILE*.

OH, I KNOW WHAT *YOU'D* SAY, BEN PARKER: "THERE'S A TRUTH HIDDEN IN EVERYTHING."

ALL THOSE TIMES I'D *BLATHER* ON... NOT EVEN KNOWING WHAT I WAS *TALKING* ABOUT...

...AND YOU'D START POKING AND PRODDING. "JUST KEEP AT IT, MAY. WE'LL GET TO THE *ROOT* OF THINGS."

YOU WERE ALWAYS SUCH AN ANNOYINGLY *PATIENT MAN*. BUT, ME--

--WELL, PATIENCE WASN'T EXACTLY ONE OF *MY VIRTUES*.

REMEMBER WHEN WE WERE FIRST *GOING* TOGETHER? YOUR LITTLE BROTHER WAS ALWAYS TAGGING *ALONG*. SEEMED LIKE WE NEVER HAD A *MOMENT* ALONE. EVEN AFTER WE WERE *MARRIED*.

FACT WAS, I DIDN'T REALLY *CARE* FOR CHILDREN, AND I CERTAINLY DIDN'T WANT ANY. *BURDENS*. NOTHING BUT *TROUBLE*.

BUT YOU *ADORED* RICHARD SO. HOW COULD I TELL YOU WHAT I WAS *FEELING*? HOW MUCH I *RESENTED* HAVING HIM AROUND?

SO I JUST KEPT MY MOUTH SHUT. "GIVE IT TIME," I'D TELL MYSELF. "IT'LL GET BETTER." THE SURPRISING *THING* WAS -- IT *DID*.

RICHARD REALLY WAS AN *EXCEPTIONAL* BOY... SO *INTENSE*, SO *MATURE* FOR HIS AGE. AND, AS I WATCHED HIM GROW INTO SUCH AN EXCEPTIONAL YOUNG MAN--

--I CAME TO *LOVE* HIM... IN MY OWN WAY.

WHEN HE FOUND *MARY*...WHEN *THEY* MARRIED... OH, WEREN'T THEY THE PERFECT MATCH?

SO MUCH ALIKE IT WAS ALMOST *SCARY*. "THE SAME MIND IN TWO DIFFERENT BODIES," YOU USED TO SAY.

BOTH SO STUDIOUS, SO INTELLIGENT. AND SO *SERIOUS*. YOU WERE ALWAYS ONE FOR A JOKE, BEN... AND THEY JUST *SAILED* OVER RICHARD AND MARY'S *HEADS*.

REMEMBER THAT PUZZLED LOOK MARY'D GET?

THEN SHE'D SMILE THAT SWEET LITTLE SMILE AND SAY: "OH, BEN... THAT WAS A *JOKE*!"

AS IF SHE'D JUST DECIPHERED THE *DEAD SEA SCROLLS*!

BUT ALL THAT CHANGED WHEN *PETER* WAS BORN. I SWEAR IT WAS LIKE THE START OF A NEW LIFE FOR ALL OF US.

RICHARD AND MARY'S HEARTS OPENED *UP* SO. AND *YOU* --

I THINK PETER MADE UP FOR THE FACT THAT WE NEVER HAD ANY CHILDREN OF OUR *OWN*.

I NEVER SAID ANYTHING-- BUT SOMETIMES I THOUGHT THAT YOU LOVED PETER MORE THAN YOU LOVED ANYBODY... EVEN *ME*.

OH, I LOVED HIM, *TOO*. I *DID*. BUT THE TRUTH WAS I WAS GLAD HE WASN'T *MINE*. IT WAS A JOY WHENEVER HE VISITED. BUT I WAS ALWAYS SO *RELIEVED*--

--WHEN HE'D GO *HOME*.

WHEN WE GOT THE WORD THAT RICHARD AND MARY WERE KILLED IN THAT *CRASH*... WHEN WE REALIZED THAT *WE'D* HAVE TO RAISE PETER...OH, I HATE TO *ADMIT* THIS--

--BUT MY FIRST REACTION WAS ANGER: I WAS *MAD* AT THEM FOR DYING. FOR LEAVING US WITH SUCH AN INCREDIBLE *RESPONSIBILITY*.

I KEPT THINKING ABOUT WHAT HAVING CHILDREN DID TO *MY* FAMILY...AND I WAS *SURE* PETER WAS GOING TO DO THE *SAME THING*. COME *BETWEEN* US. DESTROY OUR *LOVE*.

HOW INCREDIBLY STUPID... HOW INCREDIBLY *WRONG* CAN A WOMAN BE?

ACTUALLY, AT FIRST, IT SEEMED I WAS *RIGHT*. YOU AND THAT BOY HAD SUCH A *BOND*...I ALWAYS FELT LIKE THE *OUTSIDER*. LIKE I DIDN'T *BELONG*. AND I *WITHDREW*.

BUT *PETER* CHANGED ALL THAT.

REMEMBER HOW HE USED TO HELP ME IN THE *GARDEN*? WITHOUT MY EVEN *ASKING*? I'D LOOK OVER-- AND THERE HE'D BE, ALL COVERED IN *DIRT*, DIGGING UP THE *WEEDS*.

OR THOSE TIMES HE'D JUST WALK UP TO ME ...GIVE ME A *HUG* AND A *KISS*...AND THEN GO ON ABOUT HIS BUSINESS.

HE HAD RICHARD AND MARY'S INTELLECT, THAT WAS SURE...BUT, BEN, HE HAD *YOUR HEART*.

AND HE JUST *MELTED* MINE.

AS THE YEARS PASSED, YOU AND PETER TAUGHT ME SO MUCH ABOUT *LOVE*... ABOUT WHAT A FAMILY CAN *REALLY* BE...

AND MAYBE... MAYBE I *OVER-DID* IT A LITTLE ...WITH ALL MY *FUSSING* OVER PETER, ALL MY *WORRYING*.

YOU ALWAYS TOLD ME I WAS *OVER-PROTECTIVE*.

BUT, PETER... HE WAS LIKE A GIFT FROM *GOD*, BEN. A GIFT FROM *GOD*.

AND NOW THAT WE HAVE *MARY JANE* WITH US... WHY, MY HEART CAN HARDLY CONTAIN THE *JOY*.

YOU WON'T *BELIEVE* THIS, BUT I'M CONSTANTLY *PESTERING* HER ABOUT CHILDREN, "ARE YOU *PREGNANT* YET? NOW DON'T WASTE *TIME*!"

IMAGINE THAT! *ME*!

PETER'S GIVEN ME *SO MUCH*, BEN. AND NOW...NOW I'M SO AFRAID THAT THEY'RE GOING TO TAKE HIM *AWAY* FROM ME!

I KNOW IT DOESN'T MAKE ANY *SENSE*... I KNOW IT'S *WRONG!* BUT THAT'S HOW I *FEEL!*

I CURSED THEM FOR *DYING*... AND NOW--

MARY PARKER

RICHARD PARKER

--NOW I FIND MYSELF CURSING THEM FOR *COMING* BACK!

YES, MY DARLING. YOU'RE *RIGHT*. YOU'RE *ALWAYS* RIGHT. "GET IT OUT, MAY... AND WE'LL GET TO THE *ROOT*."

BENJAMI PARKER

I KNOW... I KNOW THESE FEELINGS ARE JUST A *PART* OF ME.

THEY COME FROM THAT FRIGHTENED, ANGRY LITTLE GIRL WHOSE FATHER *LEFT* AND WHOSE MOTHER MADE HER FEEL SO *RESPONSIBLE*.

FUNNY, ISN'T IT? NO MATTER HOW *OLD* WE GET... THESE THINGS STAY *WITH* US.

BUT, YOU KNOW *WHAT* BEN? YOU'VE HELPED ME SEE THAT A DEEPER, TRUER PART OF ME REALLY IS HAPPY THAT MARY AND RICHARD ARE BACK.

MIRACLE OF MIRACLES! MAY PARKER'S *HAPPY!*

SHE WAS JUST TOO STUPID TO *SEE* IT.

THE ONLY THING THAT COULD MAKE ME *HAPPIER*-- IS IF *YOU* WERE HERE TO SHARE IT ALL *WITH* US.

BUT YOU *ARE* HERE... *AREN'T* YOU? I... I COULD NEVER HAVE UNTANGLED THIS WEB ON MY *OWN*.

:SIGH:

I HAVE TO *GO* NOW, BEN. BUT I'LL BE BACK *SOON*. GOODBYE, SWEETHEART. I *LOVE* YOU.

I LOVE YOU.

END

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CRISIS FOR SPIDEY'S PARENTS!

the AMAZING SPIDER-MAN®

NOW ON SALE TWICE A MONTH!

INVASION OF THE
SPIDER-SLAYERS
PART FOUR OF SIX!

30TH ANNIVERSARY
1962 1992

THE AMAZING SPIDER-MAN

BAGS + 92 R.E.

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS . . .

THE AMAZING SPIDER-MAN!

ONE CLUE OVER THE Cuckoo's NEST

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DON'T THE IMPLANTS THE *TINKERER* FIXED UP FOR ME --

-- THE ONES THAT HEIGHTEN MY BALANCE AND AGILITY --

--WORK *GREAT?!*

WATCH THE FURNITURE, *FELICIA!*

THIS ISN'T A *PET STORE!*

MrroW! LOOKS LIKE I'M NOT THE *ONLY* CAT AROUND HERE!

BUT I HAVEN'T SHOWN YOU THE *BEST* STUFF YET!

MY *COSTUME'S* WIRED, TOO, TO BOOST MY STRENGTH! AND CHECK OUT THESE *GLOVES:*

METAL MESH, RIGGED WITH SENSORS --

--SO THAT WHENEVER I *FLEX* A CERTAIN WAY --

--SHWING!

I'M IMPRESSED:

I'M NAUSEOUS.

I'M NOT THROUGH!

THESE SPECIAL *CONTACT LENSES* LET ME SEE INTO SPECTRA THE UNAIDED EYE CAN'T!

NATURALLY, THEY ALSO LET ME SEE IN THE *DARK!*

AND WHAT DOES MY OLD BUDDY *FLASH THOMPSON* THINK ABOUT ALL THIS?

I... HAVEN'T TOLD HIM.

NOT MANY FOLKS KNOW I *WAS* A BURGLAR-TURNED-ADVENTURESS. AND FLASH LOVES *"FELICIA HARDY"* NOT THE BLACK CAT.

HE MIGHT HAVE TROUBLE DEALING WITH SOMEONE HE CARES ABOUT BEING IN *DANGER* ALL THE TIME.

YEAH...

...IT'S ENOUGH TO DRIVE YOU TO *SMOKE*.

BETTER CHANGE CLOTHES, PETER...

...WE HAVE *NORMAL* PEOPLE TO SEE!

*SPECIFICALLY, RICHARD AND MARY PARKER -- THE **PARENTS** PETER HAD THOUGHT **DEAD** FOR DECADES.*

BARKLEY PARK! MARY AND I USED TO BRING YOU HERE WHEN YOU WERE A BABY!

I KNOW.

THAT WADING POND IS WHERE *MITZY* NEARLY DROWNED!

MY GOD! ONE OF YOUR LITTLE FRIENDS ALMOST *DIED* HERE?

"FRIEND?" MITZY WAS MY *DOG!*

YOU *GAVE* HER TO ME!

WHY DON'T YOU *REMEMBER?* IF YOU'RE WHO YOU *SAY* YOU ARE, YOU'D --

CAN I HAVE A WORD WITH YOU, DARLING?

MAKE THAT **TWO** WORDS: "LIGHTEN UP!"

MY PARENTS DIE IN A PLANE CRASH, THEN SHOW UP YEARS LATER AND CAN'T REMEMBER THE ***PAST?***

ISN'T THAT A BIT ***SUSPICIOUS?***

THEY WERE IN RUSSIAN ***PRISONS*** FOR TWENTY YEARS! IF THEY DON'T REMEMBER THE *MUTT* YOU HAD WHEN YOU WERE IN *DIAPERS* --

--BIG HAIRY DEAL!

THERE'S SO ***MUCH*** WE CAN'T REMEMBER.

I KNOW. IT'S NOT FAIR--

--SAY! WHAT ABOUT THAT MAN WE MET YESTERDAY?

"SHADDOCK," WAS IT?

HE SEEMED TO KNOW US FROM BEFORE! IF WE FOUND HIM, MAYBE HE COULD JOG OUR MEMORIES!

LET'S TELL PETER!

NO, DEAR, LET'S WAIT. I THINK THE BOY --

"--HAS ENOUGH PROBLEMS RIGHT NOW..."

NIGHT; LONG ISLAND.

THANKS FOR THE RIDE, FELICIA. TRAVELING AS ***SPIDER-MAN*** ISN'T REAL SAFE THESE DAYS!

I KNOW! THOSE ***ROBOT*** ATTACKS--!

MENDEL STROMM DESIGNED THE LAST ONE, THAT ***AMOEBOID,**** BUT STROMM IS DEAD AND BURIED! HIS ASSISTANT IS ALIVE THOUGH --

--IN AN ***ASYLUM!*** LIVING IN STROMM'S SHADOW TURNED HIM INTO A HOPE-LESS SCHIZO-PHRENIC!

HOSPITAL OFFICIALS WOULDN'T TALK OVER THE 'PHONE--

--BUT MAYBE THEY'LL BE MORE CO-OPERATIVE ***IN PERSON!***

* *LAST ISSUE.--* DANNY

A PRIVATE SANITARIUM, MOMENTS LATER...

I'M AFRAID MAX YOUNG IS NO LONGER WITH US.

HE... ESCAPED... WITH A NUMBER OF OTHER INMATES OVER A MONTH AGO.

I NEVER HEARD ABOUT IT, DOCTOR ROBERTS.

THE EVENT WAS KEPT QUIET IN ORDER TO AVOID PANIC.

EXIT

AND IF YOU BREATHE A WORD ABOUT IT NOW, WE'LL SUE!

THIS INTERVIEW IS OVER!

WELL THAT WAS CERTAINLY--

HOLD ON! MY SPIDER-SENSE--!

TINGLING MILDLY-- BEEN DOING THAT A LOT LATELY!

THERE! UNDER THE EAVES!

I DON'T SEE ANY-THING!

I DO! IN THE SHADOWS. SOME KIND OF--

--MECHANICAL SPIDER!?

COULD BE THE CLUE WE'VE BEEN LOOKING FOR!

ACTION? IT'S ABOUT TIME!

AND, A QUICK COSTUME CHANGE LATER...

THERE IT IS, JUST LIKE 'LICIA SAID!

HER CONTACT LENSES ARE AMAZING!

NOW TO SEE WHAT -- WHOA!

FASTER THAN I EXPECTED! IT'S GETTING --

"-- AWAY?"

SKWEEE!

ONE BUG-KABOB, COURTESY OF THE BLACK CAT!

YOU COULDN'T HAVE STOPPED IT WITHOUT *WRECKING* IT?!

GEEZ, SPIDER! *Whine, Whine Whine!*

I'M SORRY, 'LICIA. YOU'RE RIGHT -- *THANKS.*

MAYBE WE CAN FIND OUT SOMETHING ABOUT IT FROM THE =*Ahem*= REMAINS!

HEY, THIS IS REALLY ADVANCED STUFF! MINIATURE FIBER-OPTIC RECEPTORS, MICRO-WAVE SIGNAL TRANSMITTER--

--Uh-Oh--! THIS THING'S SET UP TO SEND A ***SIGNAL!*** WHAT IF IT GOT ONE OFF BEFORE --

-- BLAST! NO *"IFS"* ABOUT IT!

SPIDER-SENSE KICKING IN BIG TIME!

THERE HE IS!

I SAW HIM FIRST!

WILL YOU TWO STOP BICKERING!?

AW, NO! ANOTHER ROBOT?!

SKRASH

IT'S SMASHING THROUGH THE ROOF, TAKING CAT WITH IT!

I'D BETTER FOLLOW ALONG! AS SPUNKY AS FELICIA'S FEELING, SHE MIGHT TRY TAKING THE DARN THING ON BY HERSELF!

TH-THIS ISN'T... ONE OF MY *DREAMS*, IS IT?

SWIMMING POOL? MUST BE THE *PHYSICAL THERAPY* WING!

WHAT THE--?

YOU! ORDERLY! GET THOSE PATIENTS *OUT* OF HERE!

Y-Y-YES, *MA'AM!*

GUESS WE CAN FORGET ABOUT *SHORT-CIRCUITING* THIS BRUISER!

FULL IMMERSION IN THE POOL DIDN'T POP SO MUCH AS A SPARK!

BUT MAYBE I CAN *KNOCK* SOME SENSE INTO ITS--

--OW!

WHAK

THAT'S NOT GONNA WORK *EITHER!*

SHOOT HIM!

NOT SO CLOSE, YOU IDIOT! YOU MIGHT HURT *US!*

PUT A SOCK IN IT! I KNOW WHAT I'M DOING!

BOYS! BOYS! HE'S THE ENEMY, REMEMBER?

I RECOGNIZE THOSE FACES -- *MAX YOUNG!*

PROBABLY DESIGNED THE ROBOT, AND IS *OPERATING* IT BY REMOTE CONTROL!

THE THREE SCREENS MUST REPRESENT DIFFERENT ASPECTS OF HIS SPLIT PERSONALITY: THE STROMM INFLUENCE, HIS OWN INDEPENDENCE --

-- AND A SLIVER OF *SANITY* TRYING TO RECONCILE THE OTHER TWO!

FOINT

NUTS! CAUGHT ME IN MID-SWING, COULDN'T TWIST OUT OF THE WAY IN TIME!

AT LEAST I'M ANCHORED TO THE WALL!

AT LEAST I *WAS* ANCHORED TO THE WALL!

I HATE ROBOTS.

YUP.

HATE 'EM A LOT!

GEE, SPIDER, THIS IS *FUN!*

CAN I COME OVER AND SAVE YOUR BUNS *TOMORROW*, TOO?

SPRAK

I'M NOT THAT THRILLED ABOUT *SMART ALECKS*, EITHER...

HERE NOW! WHAT'S ALL THIS RUCKUS ABOU--

--OH, MY!

IT'S ROBERTS! THE GUY WHO KEPT US LOCKED UP! *PULP 'IM!*

STAY ON TRACK, YOU USELESS BAGGAGE! *SPIDER-MAN'S* OUR TARGET!

THAT'S *IT!*

MAYBE THE ONLY WEAPON THAT CAN DEFEAT MAX YOUNG IS HIS OWN TWISTED *EGO!*

Y'KNOW, THIS GUY *IS* A REAL PAIN!

SO WHY DON'T I *HELP* YOU PUT HIM AWAY?

S-S-SPIDER-MAN?!

I DON'T *NEED* ANY HELP!

OH YEAH? YOU COULDN'T EVEN DESIGN THAT *ROBOT* WITHOUT *STROMM'S* KNOW-HOW! WITHOUT YOUR OTHER "*SELVES*," YOU'RE *HELPLESS!*

DON'T LISTEN TO HIM! HE'S TRYING TO --

I'M NOT STUPID! AND I'M NOT HELPLESS! I DON'T NEED ANYONE!

NOT EVEN... YOU!

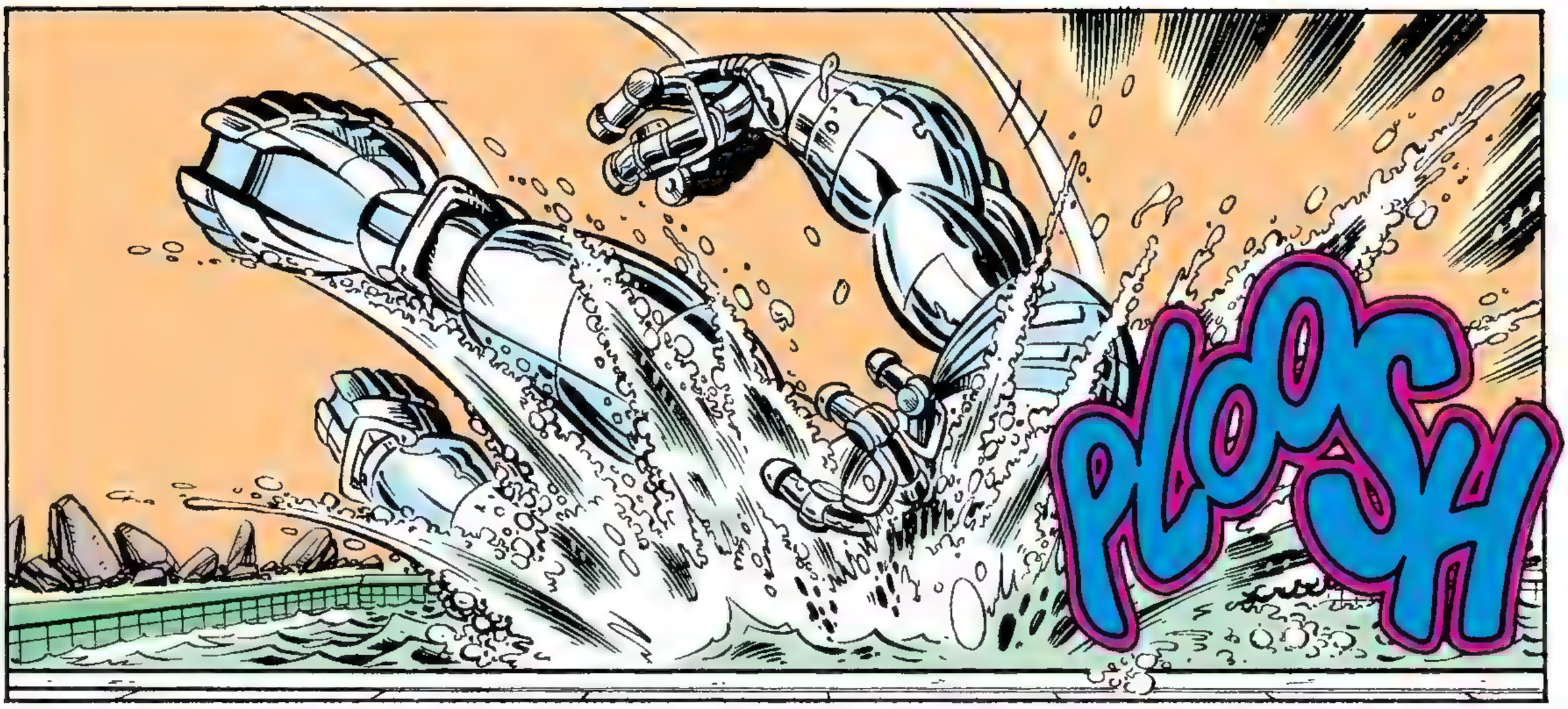
WAIT! WH-WHAT ARE YOU DOING? WE'RE SUPPOSED TO SHARE CONTROL! STOP THAT!

HAND CANNON? P-POINTING AT ME?

NO! DON'T YOU REALIZE THAT WHATEVER YOU DO TO HIM, YOU'LL DO TO YOURSEL --

WHAM

EXIT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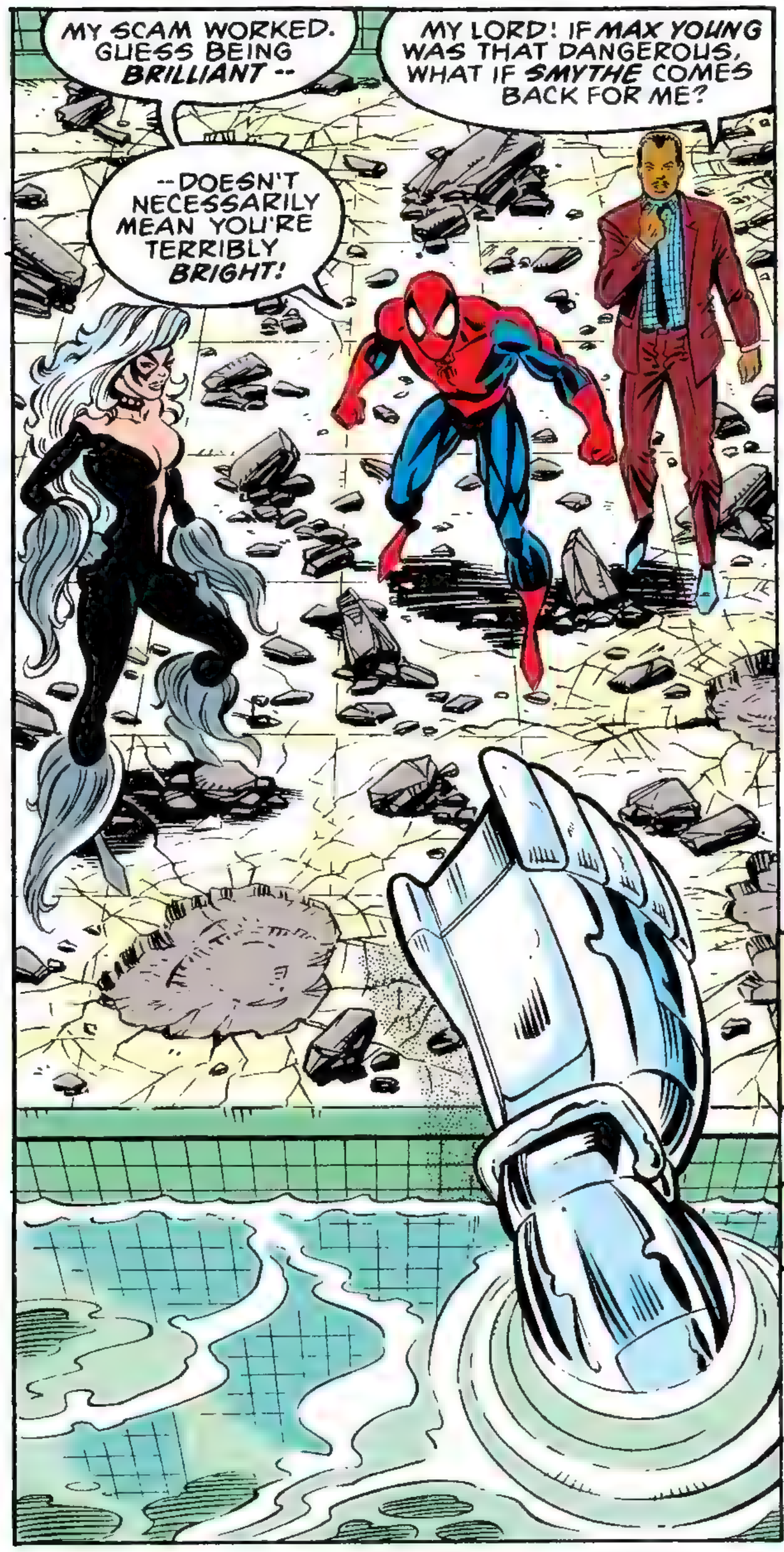
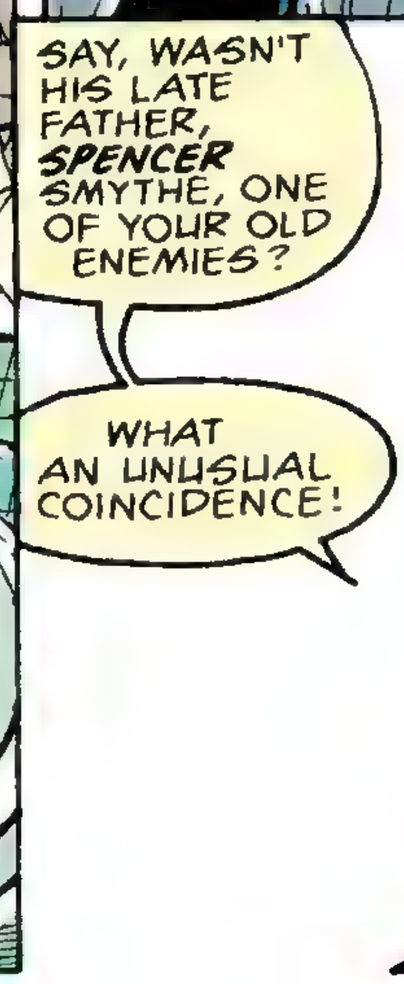

MY SCAM WORKED. GUESS BEING BRILLIANT --
--DOESN'T NECESSARILY MEAN YOU'RE TERRIBLY BRIGHT!
MY LORD! IF MAX YOUNG WAS THAT DANGEROUS, WHAT IF SMYTHE COMES BACK FOR ME?

"SMYTHE?"
ALISTAIR SMYTHE! HE WAS THE LEADER OF A RECENT BREAKOUT!
HE HAND-PICKED YOUNG AND A DOZEN MORE OF OUR MOST GIFTED -- AND DEADLY -- PATIENTS TO ESCAPE WITH HIM!


SAY, WASN'T HIS LATE FATHER, SPENCER SMYTHE, ONE OF YOUR OLD ENEMIES?
WHAT AN UNUSUAL COINCIDENCE!

MOMENTS LATER...

"COINCIDENCE?" RIGHT. LIKE *TUESDAY* FOLLOWING *MONDAY!*

NOW WE KNOW WHO'S *REALLY* BEHIND ALL THIS! SMYTHE HAS A LONG HISTORY OF COMING AFTER ME WITH ROBOTIC *SPIDER-SLAYERS!*

ALL WE NEED TO DO NOW IS FIND OUT WHERE HE *IS!*

WHILE ON A SIDEWALK IN FOREST HILLS...

MARY JANE SAID PETER WAS OUT?

MM-HM. SOMETHING TO DO WITH HIS FREELANCE PHOTOGRAPHY JOB FOR THE *DAILY BUGLE.*

BUT SHE SOUNDED... UNEASY, LIKE MAYBE SHE WAS MAKING IT UP!

WHAT IF HE DOESN'T *WANT* TO SEE US?

NOW, MARY --

--YOU'RE ALWAYS BEING SO NEGATIVE! STILL, I DO WISH THERE WAS *SOME* WAY WE COULD CONVINCE -- LOOK!

ISN'T THAT *MR. SHADDOCK* PARKED ACROSS THE STREET FROM MAY'S?

HI! WE WERE TALKING ABOUT YOU JUST THIS AFTERNOON!

THOUGHT YOU MIGHT BE ABLE TO DO US A FAVOR!

SMALL WORLD.

THERE'S A LITTLE SOMETHING YOU CAN DO FOR *ME*, TOO.

LIKE SAVING ME A COUPLE OF *BULLETS* BY GETTING INTO THE CAR WITHOUT ANY ARGUMENT.

HEY... THANKS.

NEXT ISSUE

ANOTHER ROBOT?

NAH...

THREE OF 'EM!

PLUS: THE FINAL AGENDA OF ***AGENT SHADDOCK!*** THE FATE OF THE ***PARKERS!*** ***SPIDEY*** AND ***BLACK CAT*** SIDE-BY-SIDE! AND MORE ACTION THAN A BARREL FULL OF PSYCHOPATHS! ***BE HERE!***

(AND, OF COURSE, ANOTHER SENSATIONAL BACK-UP FOLLOWS IMMEDIATELY IN ***THIS*** ISSUE.)

STAN LEE PRESENTS:

STRAINED RELATIONS

OKAY, MARY JANE, YOU'RE PLAYING THE YOUNG, NUBILE, ADOPTED DAUGHTER OF A MOVIE STAR WHO'S FALLEN IN LOVE WITH HER MOTHER'S HUSBAND.

HE MAKES YOU HAPPY, BUT YOU'RE FEELING GUILTY ABOUT HOW IT HURTS YOUR MOM.

GOT IT!

GOOD! OKAY, ROLL 'EM!

STORY: MILGROM
PENCILS: LOPRESTI
INKS: HUDSON
LETTERS: BABCOCK
COLORS: JAVINS
EDITOR: FINGEROTH
CHIEF: DeFALCO

STRAINED RELATI
SCENE 27
TAKE
ROLLING! ACTION!

I CAN'T BELIEVE HOW LUCKY I WAS TO GET A SMALL ROLE IN THIS FILM --AND JUST WHEN MY PART ON "SECRET HOSPITAL" GOT CUT BACK.

IF ONLY I COULD CONCENTRATE ON MY *ROLE* AND NOT THINK ABOUT THIS SITUATION WITH PETER'S *PARENTS* SHOWING UP OUT OF THE BLUE.

REBECCA, I KNOW I'VE BEEN MORE LIKE A *FATHER* TO YOU, BUT THESE FEELINGS I HAVE...

A *FATHER*-- IF ONLY I'D KNOWN WHAT IT WAS LIKE TO HAVE A *REAL* FATHER...

Oh, SURE, MY DAD STARTED *OUT* NICE ENOUGH-- HE, MOM, MY OLDER SISTER *GAYLE* AND I WERE PRETTY HAPPY.

BUT DAD WANTED TO BE THE NEXT GREAT AMERICAN NOVELIST. ONLY ONE *PROBLEM* WITH THAT...

...HE DIDN'T HAVE THE *TALENT.*

BUT HE MANAGED TO FIND PLENTY OF *EXCUSES* FOR FAILING AS A WRITER--

--AND EACH AND EVERY *ONE* OF 'EM WAS DIRECTED AT *US.*

THE MORE HE *FLOUNDERED,* THE MORE *RESTLESS* HE GOT. HE MOVED US FROM TOWN TO TOWN--

--FROM ONE TEACHING JOB FOR HIM TO ANOTHER. SEEMED LIKE WE WERE *ALWAYS* LEAVING...

...BUT IT NEVER MADE THINGS *BETTER.* IN FACT, THEY ONLY GOT *WORSE.*

CUT!

YOU'RE PLAYING THE SCENE A LITTLE TOO *TENSE*, SWEETIE.

SURE YOU'RE *CONCERNED* HOW THIS'LL AFFECT YOUR FAMILY, BUT YOU'VE GOT SOME *JOY* IN THE SITUATION TOO, OKAY?

ACTION! TAKE TWO!

IF ONLY I COULD DO A SECOND TAKE ON PARTS OF MY *LIFE*...

I TOOK UP ACTING IN SCHOOL-- IT SEEMED TO HELP ME WHENEVER I FOUND MYSELF IN A NEW PLACE...

...BUT THINGS AT HOME JUST GOT *WORSE*. DAD BECAME MORE ABUSIVE, AND FINALLY, MOM TOOK US AND WE *LEFT*.

WE MOVED IN WITH MOM'S COUSIN--AND THOUGH IT WAS HARDLY THE *HAPPIEST* OF HOME LIVES, AT LEAST IT WAS *STABLE*.

EVEN THEN, IT SEEMED LIKE OUR LIFE WAS JUST A SERIES OF "GOODBYES",

GAYLE MARRIED HER HIGH SCHOOL SWEET-HEART AND *LEFT* US--

--BUT ALL TOO SOON AFTER THEY'D HAD A COUPLE OF *KIDS*, HER HUSBAND LEFT *HER*!

GAYLE CAME BACK TO US-- BUT LIFE'S STRAINS FINALLY OVERWHELMED MOM AND *SHE* LEFT US... FOR GOOD.

I HELPED OUT WITH GAYLE AND THE KIDS THE BEST I *COULD*, BUT WHEN SHE TURNED TO ME FOR AID AND COMFORT--

--I TURNED MY *BACK* ON HER AND *RAN*.

BUT I FINALLY FOUND SOMEONE I *NEVER* WANTED TO RUN AWAY FROM -- MY DARLING *PETER*.

WE THOUGHT *HIS* PARENTS WERE DEAD, TOO, SO IT WAS JUST THE *TWO* OF US AGAINST THE WORLD.

AND OF COURSE PETER'S *AUNT MAY* -- THE SWEETEST WOMAN ON THE PLANET. NO PROBLEMS *THERE*...

... BUT NOW PETER'S PARENTS ARE *BACK*.

ARE THEY *REAL*? ARE THEY *FAKE*? IF PETE WASN'T SECRETLY *SPIDER-MAN*, I GUESS WE WOULDN'T HAVE ANY DOUBTS

--BUT BEING A *SUPER HERO* -- OR BEING *MARRIED* TO ONE -- MAKES YOU PARANOID... *SUSPICIOUS*.

AND IF THEY REALLY *ARE* HIS FOLKS, HOW BIG A *PIECE* OF HIM ARE THEY GOING TO *WANT*? HOW MUCH WILL *I* BE WILLING TO *SHARE*?

WILL I EVEN HAVE A *CHOICE*?

CUT!

MUCH BETTER, MARY JANE. NOW, IN THE *NEXT* SCENE, ALLEN IS DESCRIBING HOW *BLISSFUL* THE TWO OF YOU WILL BE.

THAT MAKES YOU *HAPPY* -- BUT WHEN YOU REALIZE HOW MUCH *PAIN* IT WILL CAUSE YOUR MOTHER --

--YOU FEEL *REMORSEFUL*, SAD. GOT IT?

ACTION!

STOP DWELLING ON THE *NEGATIVE* ASPECTS, REBECCA...

MAYBE I *AM* BEING TOO NEGATIVE --JUST BECAUSE *MY* FAMILY WAS A MESS DOESN'T MEAN PETE'S SECOND CHANCE WITH *HIS* FOLKS HAS TO BE.

MAYBE IT'LL BE LIKE THE HOME I NEVER *HAD*. MAYBE IT'LL BE... *SWELL*...

THAT OKAY, MRS. P.?

IT LOOKS JUST *PERFECT*, DEAR. NOW WE'LL JUST POP IT IN THE *OVEN*.

AND PLEASE, MARY JANE, CALL ME "*MOM*."

OKAY, BOYS. PIE IS *SERVED*. MARY JANE DID THIS ONE--

I KNOW *I* AM, DAD. HAVING YOU AND MOM COME BACK TO ME AFTER SO LONG...

HEAR *THAT*, PETE? YOU AND I MUST BE THE LUCKIEST MEN ON *EARTH*.

I'M GLAD WE'RE GETTING A CHANCE TO MAKE UP FOR ALL OUR LOST *TIME*.

NO, PETER, *WE'RE* THE ONES WHO ARE GRATEFUL. GRATEFUL TO HAVE OUR *SON* BACK AFTER ALL THESE YEARS--

--AND EVEN *LUCKIER* TO FIND THAT HE'S MARRIED A GIRL LIKE *MARY JANE*.

YOU'RE LIKE THE DAUGHTER I NEVER *HAD*, DEAR.

AND I FEEL THE SAME WAY ABOUT *YOU* GUYS, MRS. P... MOM.

BUT...

WHAT IF I'M *WRONG*? WHAT IF THEY *DON'T* ACCEPT *ME*?

WHAT IF IT COMES DOWN TO *THEM* OR *ME*?

FACE IT, MJ, YOU'VE NEVER BEEN ALL THAT *SELF-SACRIFICING*.

IF *THEY* BECOME TOO BIG A PART OF PETER'S LIFE, WILL I *RESENT* THEM?

DO I HAVE THE *RIGHT* TO ASK HIM TO *CHOOSE* BETWEEN US? AND IF NOT--WHAT THEN?

DO I FOLLOW THE WATSON FAMILY *TRADITION* AND RUN AWAY

I JUST DON'T *KNOW*... AND IT *SCARES* ME. I NEVER LOVED OR WANTED *ANYTHING* IN LIFE LIKE I DO PETER...

IF I HAVE TO GIVE HIM *UP*-- EVEN A *PART* OF HIM. I--I DON'T KNOW IF I COULD *DEAL* WITH IT.

I-IT JUST SCARES M-ME TO *DEATH*.

CUT!

GOTTA *TELL* YA, BABE, I HAD SOME DOUBTS ABOUT HOW YOU'D *HANDLE* THIS SCENE--

--BUT YOU SHOWED SOME *REAL* EMOTION. WHERE'D YOU PULL THAT *UP* FROM?

MJ?

AW... HEY, THAT'S ALL RIGHT, KID. JUST LET IT *OUT*...

... LET IT *ALL* OUT.

END.

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DEATH STALKS PETER PARKER'S PARENTS!

the AMAZING SPIDER-MAN®

NOW ON SALE TWICE A MONTH!

AND THINGS DON'T LOOK SO GOOD FOR SPIDEY® AND THE BLACK CAT,™ EITHER!

30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

BAGS + 92 R.E.

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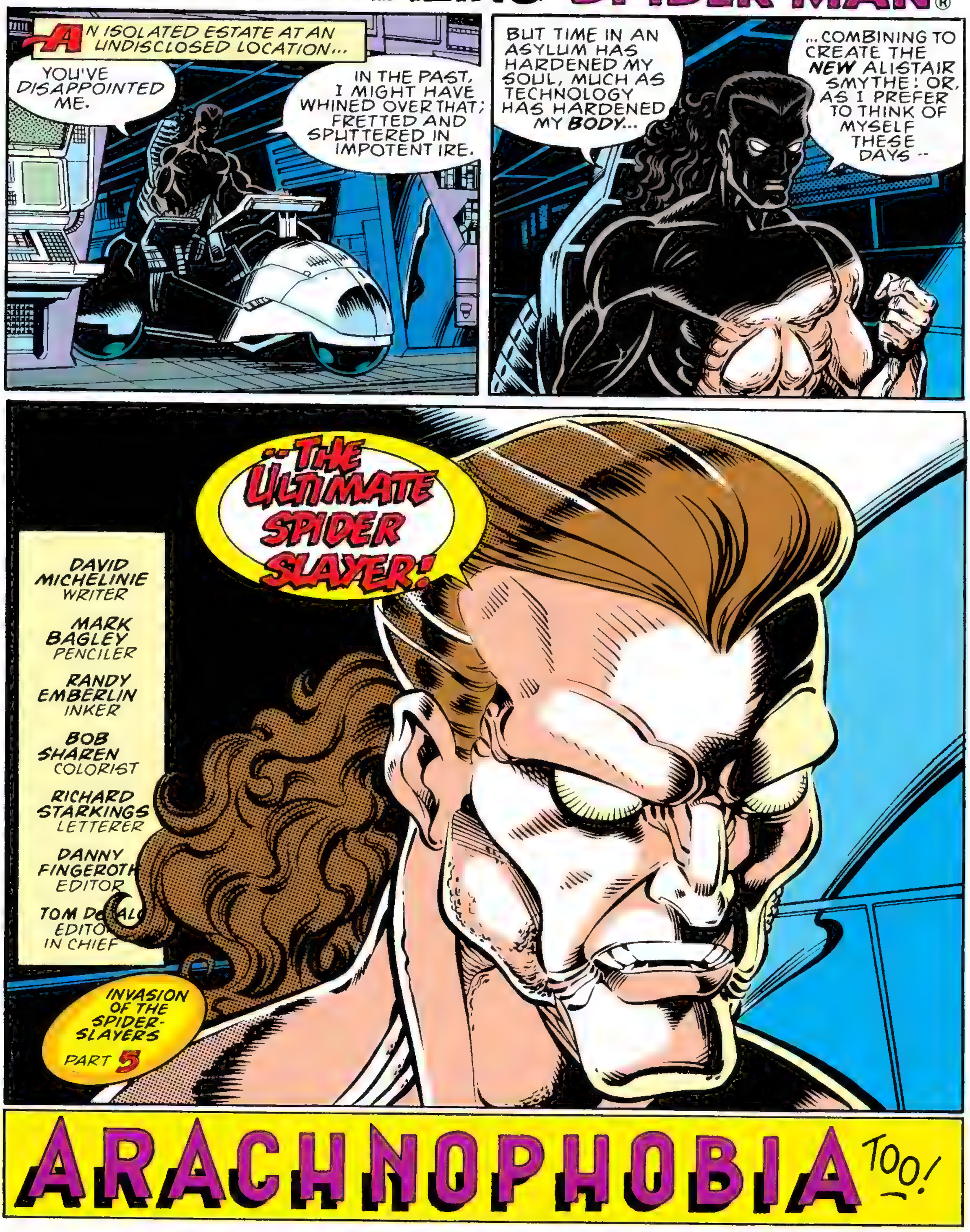
PART FIVE OF SIX!

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



ARACHNOPHOBIA TOO!

ALL OF YOU WERE HAND-PICKED TO ACCOMPANY ME WHEN I ESCAPED, CHOSEN BECAUSE OF YOUR SPECIAL TECHNICAL SKILLS!

IN RETURN, YOU WERE TO HELP ME DESIGN DEVICES TO DESTROY THE BANE OF MY EXISTENCE, SPIDER-MAN!

BUT, ONE BY ONE, YOUR MACHINES HAVE FAILED. MOST RECENTLY --

-- YOURS, MR. YOUNG! YOUR REMOTE-CONTROLLED ROBOTIC PERSONA ACTUALLY DESTROYED ITSELF.* PITIFUL.

I-I'M SORRY, MR. SMYTHE. IT WAS A DESIGN FLAW.

* LAST ISSUE.--DANNY

NO! IT WASN'T! MY DESIGN WAS BRILLIANT! YOUR PLAN WAS FLAWED!

I-- I DIDN'T MEAN THAT! A-AT LEAST... I DON'T THINK I DID!

ENOUGH! YOUR MULTIPLE PERSONALITY DISORDER IS NO EXCUSE!

I'LL TOLERATE NO SUCH INSOLENCE IN MY OWN HOME!

I HAD THIS SANCTUARY BUILT OVER THE YEARS, IN SECRET! AND ONE THING YOU MUST ALL LEARN WITHOUT QUALIFICATION: HERE --

--I...

...AM...

GOD!

GUAAAAK

TIK

QUESTIONS?

PREDICTABLY, THERE ARE NONE. MEANWHILE, IN **FOREST HILLS**...

THANKS FOR THE RIDE BACK TO AUNT MAY'S, **FELICIA**. BATTLING THAT ROBOT AT THE MENTAL INSTITUTION* TOOK A LOT OUT OF --

--SAY, AREN'T THOSE MY **FOLKS**?!

LOOKS LIKE IT. BUT WHO'S HERDING THEM INTO THE CAR?

I'VE SEEN HIM AROUND BEFORE. HIS NAME'S SHADDOCK --HE'S WITH THE F.B.I.!

* LAST ISH AGAIN.--D

MOM AND DAD WERE ON A GOVERNMENT MISSION WHEN THEY DISAPPEARED TWENTY YEARS AGO!

THEY SWORE THAT WAS **OVER**, BUT...

WHAT IF THEY **LIED**?!

NO TIME TO RIG A WEB-SHOOTER TO LAUNCH THIS **TRACER**!

SI

=Whew= OLD-FASHIONED WAY STILL WORKS!

NOW I'LL BE ABLE TO TRACK THEM --

--IF I **NEED** TO!

INSIDE MAY PARKER'S HOUSE...

PETER, DEAR! COME IN! AND I SEE YOU'VE BROUGHT YOUR...

...LITTLE FRIEND ALONG!

HOW NICE.

HI.

GOTTA MAKE A CALL, AUNT MAY.

FEDERAL BUREAU OF INVESTIGATION? I'D LIKE SOME INFORMATION ON -- *Hm?* Oh, SURE, I'LL HOLD.

MOMENTS LATER...

BUT I JUST ***TALKED*** TO THEM! THEY TOLD ME TO TALK TO ***YOU!***

STILL MORE MOMENTS LATER...

NO, I SAID "SHADDOCK!" S-H-A-D--

--WAIT! DON'T YOU ***DARE*** TRANSFER ME AGAIN--!

BLAST!

KLAK

SORRY I HAVE TO RUN, AUNT MAY. HOW ABOUT DINNER WITH MARY JANE AND ME NEXT WEEK? WE'LL CALL YOU.

'BYE!

ALISTAIR SMYTHE IS BEHIND THE RECENT ***ROBOT ATTACKS*** ON ME IN MY SPIDER-MAN IDENTITY, BUT HOW CAN I CONCENTRATE ON ***FINDING*** HIM --

--UNTIL I KNOW IF MY ALLEGED ***PARENTS*** ARE INVOLVED IN SOMETHING DEVIOUS?

THIS IS PERSONAL, FELICIA, AND IT COULD BE DANGEROUS. I CAN'T ASK YOU TO COME ALONG.

YOU DON'T ***HAVE*** TO ASK. I'M IN.

ALL RIGHT, THEN.

LET'S DO IT!

AND SOON, THE **BLACK CAT** JOINS **SPIDER-MAN** AS HE FOLLOWS A FAINTLY-FELT SIGNAL FROM HIS SPIDER-TRACER...

OVER THERE!

I SEE IT.

THWIP

NOW THAT WE KNOW THESE ***MECHANICAL SPIDERS*** ARE WHAT SMYTHE USES TO SPOT SPIDER-MAN --

-- IT'S A LOT EASIER TO ***NEUTRALIZE*** THEM.

SPATCH

YEAH, BUT THAT'S THE ***FOURTEENTH ONE*** SO FAR, AND WE HAVEN'T EVEN REACHED *BROOKLYN!*

YOU SURE WE'VE GOTTEN ***ALL*** OF THEM --

-- BEFORE THEY COULD LET SMYTHE KNOW WHERE WE *ARE?*

I *HOPE* SO.

UH... I HOPE SO..!

CHLAT

BA KASH

GOOD JOB, CAT! WE SHOULD BE ABLE TO PUT IT OUT OF ACTION BEFORE IT CAN EVEN RIGHT ITSELF AGAIN!

WE'RE GETTING OUT OF THIS *EASY!*

NUTS!

I *KNEW* I SHOULDN'T HAVE SAID THAT!

MORE 'BOTS! THIS ONE LOOKS LIKE A *TARANTULA!*

AND HIS PAL'S BASED ON A *SCORPION!* WE'RE UP AGAINST AN ARACHNID *ARMY!*

YOU'D BETTER SWITCH TO STREET CLOTHES -- SMYTHE'S ROBOTS ONLY COME AFTER *SPIDER-MAN!*

I'LL KEEP 'EM BUSY

NO *WAY* AM I LEAVING YOU TO FACE THESE BEASTIES BY YOURSELF!

AND THEY SAY CHIVALRY IS *DEAD!*

YEEK!

STAY CALM, SPIDEY! SURE, IT'S AS BIG AS A HOUSE AND STRONG AS A *BULLDOZER!* BUT LOOK AT THE *BRIGHT* SIDE:

AT LEAST IT CAN'T--

--JUMP?!

OKAY, OKAY! IT'S BIG AND STRONG AND CAN JUMP!

MAYBE THAT CAN WORK FOR ME!

END OF THE LINE, GRUESOME! I'M *THROUGH* RUNNING! I MAKE MY STAND *HERE!*

YEP, RIGHT HERE ON THIS INCREDIBLY *FLIMSY* SECTION OF PLANKING!

KRAK

SUCKERRR!

BUT SPIDER-MAN'S FOE IS FAR FROM VANQUISHED! NOR...

...IS IT...

...ALONE!

BLAST! TALON-KNIVES BOUNCING OFF!

KCHNK

TPNK

AND THAT TAIL SPIKE'S GETTING CLOSER EVERY TIME!

EVEN WITH THE METABOLIC IMPLANTS THAT BOOST MY SPEED AND STRENGTH--

--IT'S TAKING ALL I'VE GOT TO AVOID --

URNF!

I'VE BEEN OUT OF ACTION TOO LONG!

THAT WAS REALLY *STUPID!*

I WAS CONCENTRATING SO MUCH ON THE *TAIL*, I FORGOT TO WATCH ITS *PINCERS!*

S-STARTING TO *SQUEEZE!*

MY CLAWS... ARE TEARING THE METAL... BUT NOT *ENOUGH!*

EVERYTHING... G-GOING... RED..!

AAGHK!

RH K

LET HER GO!

FELICIA... YOU ALL RIGHT?

I'M A COUPLE... OF SIZES THINNER... BUT OTHER THAN--

--HEY, WHAT'S THAT SOUND?

OH, LORD!

THE THREE ROBOTS HAVE COMBINED!

I HATE WHEN THAT HAPPENS..!

KICHASH

WE'D BETTER STAY CLEAR TILL WE CAN FIGURE OUT --

-- CAT?!

SKRUNK

SORRY, SPIDER! THIS BUG CAUSED ME A LOT OF *PAIN!*

AND I CAN'T PAY IT BACK *LONG DISTANCE!*

NEW YEAR'S RESOLUTION #1:

CULTIVATE A LESS *VINDICTIVE* CIRCLE OF ENEMIES!

OW!

DON'T KNOW *WHAT* THAT THING'S MADE OF --

-- BUT IT'S DEFINITELY TOUGHER THAN MY *HAND!* PUNCHING'S NO GOOD!

THINK, SPIDEY! IT'S A *MACHINE!* WHAT COULD HURT IT!

WHAT COULD *REALLY* MESS IT UP -- *Huh?!*

ELEC-TRICITY?!

YEAH!

ZAAP

SUCK VOLTS, YOU UGLY --

--YOWP! CURRENT ISN'T GETTING THROUGH: THE THING'S TOO WELL *INSULATED!*

MAYBE ON THE *OUTSIDE* --

-- BUT TRY GIVING IT ONE TO THE *HEART!*

SKLACH

STAND BACK!

FZZAZZAASH!

HHNGG!

IT WORKED! ITS INSIDES ARE MELTING LIKE *BUTTER* IN A *BLAST FURNACE!*

WE *DID* IT, CAT! WE--

--CAT?

YOU'RE *HURT!*

JUST TOOK... A COUPLE OF STRAY WATTS! H-HEAD'S SWIMMING... BUT I'LL BE OKAY!

SIRENS! WE'D BETTER--

Uh-*Uh*. YOU'RE ON YOUR OWN! THE WAY I FEEL, I'D JUST HOLD YOU BACK!

GO! FIND YOUR FOLKS!

THE HIDING PLACE I HELPED FELICIA INTO SHOULD KEEP HER SAFE! STILL HATE THE IDEA OF LEAVING HER--

-- BUT THE BOTTOM LINE IS, SHE'S RIGHT: I *HAVE* TO FIND MOM AND DAD!

AND SOON, AT AN INDUSTRIAL PARK IN CANARSIE...

THERE'S THE CAR, PULLING AWAY! BUT THE DRIVER'S ALONE!

OTHERS MUST HAVE GONE INTO THAT BUILDING!

THAT'S TWELVE-SIXTY, PAL!

A-1 MEA[T] PROCESSING CONDEMNED

FOLLOWED MY SPIDER-TRACER...

...TOLD THE CABBIE WHICH WAY TO GO!

COULDN'T RISK THE DELAY OF ANOTHER ROBOT ATTACK AS SPIDER-MAN!

THE *STAKES* ARE TOO HIGH!

A-1

INSIDE...

YOU *SAY* YOU DON'T REMEMBER ME; I WISH I COULD *BELIEVE* THAT! BUT I WAS TRAINED BY THE BOGUS *RED SKULL* THE SAME TIME YOU WERE WITH HIM IN *ALGERIA!*

I WAS ASSIGNED AS A DEEP-COVER *"MOLE"* IN THE F.B.I --

-- JUST BEFORE THAT SKULL DISCOVERED YOU TO BE *SPIES* WORKING FOR THE UNITED STATES!

WHEN THE *FAUX* SKULL HAD YOU *KILLED* IN THAT PLANE CRASH, I RELAXED. BUT NOW --

-- YOUR *"RESURRECTION"* -- YOU KNOWING WHO I REALLY AM -- COULD THREATEN THE SWEET DEAL I'VE HAD GOING --

--SELLING MY SERVICES TO THE *HIGHEST BIDDER!* I CAN'T ALLOW THAT.

THIS GOES A LONG WAY IN VALIDATING MY PARENTS' *STORY!*

BUT HOW CAN I HELP THEM WITHOUT REVEALING MY *SECRET IDENTITY?* WITHOUT USING MY STRENGTH, MY WEBBING, MY --

-- SPIDER-SENSE! WARNING ME THAT THE BEAM I'M STANDING ON IS ROTTEN, STARTING TO GIVE WAY!

GOTTA REACH THE NEXT ONE BEFORE--

--SPIDER-SENSE *STILL* TINGLING? *THIS* ONE'S ROTTEN, TOO!

BUT I'M ALREADY *COMMITTED!* NO PLACE ELSE TO GO--!

KRAK

SHHHSH

GASP!

Oh, MY GOD!

PETER!

WHAT THE--?

WUMP

C-CAN'T.., M-M-MOVE! TH-THAT GAS... FROM THE BREAKING PIPE... S-SO *COLD!*

M-MUST'VE BEEN *FREON*... USED TO FREEZE MEAT... WH-WHEN THIS PACKING PLANT WAS STILL ACTIVE...

WELL, WELL!

A HERO!

NO PROBLEM..!

SHLAK

THAT *RENDERING FURNACE* WAS DESIGNED TO MELT THE TALLOW FROM A SIDE OF BEEF IN UNDER TEN SECONDS!

I FIRED IT UP TO DISPOSE OF *THESE* FOLKS -- BUT I DON'T SEE WHY *YOU* CAN'T GIVE IT A TRIAL RUN!

NO!

CONVEYOR... M-MOVING ME TOWARDS THE FLAMES! A-AND I STILL... CAN BARELY MOVE!

SOME... H-HERO!

MY FOLKS... COME BACK FROM THE "DEAD..."

...JUST TO WATCH THEIR ONLY SON... *DIE* BEFORE THEIR EYES!

AND THERE'S NOT... A BLASTED THING... I CAN *DO* ABOUT IT!

CONCLUDED NEXT ISSUE!

(BUT OUR FABULOUS BACK-UP FOLLOWS IMMEDIATELY!)

STAN LEE PRESENTS:

PUNCH...COUNTER-PUNCH

STORY-MILGROM ART-LOPRESTI
INKS-STEGBAUER
LETTERS-DUTRO COLORS-SHAREN
EDITOR-FINGEROTH CHIEF-DEFALCO

Y'KNOW PETE, *LAST* TIME I GOT YOU IN THE RING WITH ME, YOU SUCKER-PUNCHED ME IN FRONT OF THE *ENTIRE* HIGH SCHOOL!*

NOW, FLASH...

*WAAAY BACK IN *ASM* #8. DON'T ASK HOW *WE* REMEMBER. --DECREPIT DAN

DON'T *WORRY*, KID. THERE'S NO HARD FEELINGS.

BESIDES, I'VE GOT A COUPL'A *PRO* FIGHTS UNDER MY BELT *NOW*--YOU'RE DOING ME A *FAVOR* OFFERING TO SPAR WITH ME. I'VE GOTTA STAY SHARP.

OKAY, FLASH. AS LONG AS WE *UNDERSTAND* EACH OTHER. I WOULDN'T WANT ANYONE TO GET *HURT* IN HERE.

SURE *THING*. I'LL GO *EASY* ON YOU.

NOW, WHAT IS IT YOU SAID YOU WANTED TO *TALK* ABOUT? SOMETHING ABOUT YOUR *FOLKS* SHOWING UP AFTER ALL THESE YEARS?

YEAH. TO BE *HONEST*, I'M KIND OF FREAKED *OUT* BY IT!

REALLY? I'D A THOUGHT YOU'D BE ON TOP OF THE *WORLD*.

WHOA! GOOD *REFLEXES*, PETE.

YEAH, THAT AND MY *SPIDER-SENSE* MAKE ME VIRTUALLY *UN-HITTABLE!* GOTTA TONE IT *DOWN* A BIT.

THE THING *IS*, THEY SHOW UP WITH THIS WILD STORY ABOUT BEING *SPIES*--

--AND WANT TO *INSINUATE* THEMSELVES INTO MY *LIFE!*

WELL NO *DUH*, PETE. WHAT DO YOU *EXPECT* THEM TO DO?

I MEAN, THEY'RE YOUR *FOLKS*--HAVEN'T *SEEN* YOU IN A COUPL'A *DECADES*...

...OF COURSE THEY WANT TO MAKE UP FOR LOST TIME.

I SUPPOSE SO, BUT...

BUT NOTHING! WHY ELSE WOULD THEY BE DOING IT? IT'S NOT LIKE YOU'RE RICH OR FAMOUS AND THERE WAS SOME WAY THEY COULD LEECH OFF YOU.

WHAT WOULD THEY HAVE TO GAIN BY CONNING YOU?

NOTHING...

UNLESS THEY'RE AGENTS OF SPIDER-MAN'S ENEMIES WHO SOMEHOW LEARNED THAT I'M THE WALL-CRAWLER.

OF COURSE, I CAN'T TELL FLASH THAT!

HA! WHEN YA CAN'T REACH YOUR OPPONENT'S HEAD--GO TO THE BODY!

BUT C'MON, PETE! GENERATE A LITTLE OFFENSE. NOT MANY BOXERS ARE GONNA GO COMPLETELY INTO A SHELL AGAINST ME.

YEAH, BUT NOT MANY ARE AS LIKELY TO SERIOUSLY HURT YOU WITH ONE PUNCH, EITHER.

Y'KNOW, PETE, YOU ONCE ASKED ME* WHY I USED TO "BULLY" YOU IN HIGH SCHOOL--

--AND I STILL CONTEND THAT I DION'T...

*WEB OF SPIDER-MAN #11. -- D.

LIKE I *SAID*, I THOUGHT YOU WERE KINDA STUCK UP AND I JUST WANTED TO TAKE YOU DOWN A PEG.

BUT MAYBE THAT WASN'T THE *WHOLE* TRUTH.

OH?

YEAH. I NEVER *TOLD* YOU ABOUT MY *DAD*, DID I?

NO...

WELL, HE WAS *NOTHING* LIKE ME. JUST THE *OPPOSITE*. HE WAS QUIET, STUDIOUS... *OVERLY* INTELLIGENT.

IN FACT, FROM THE *FIRST*, I THINK YOU *REMINDED* ME OF HIM!

THAP

HUH?! OOF!

YEAH, A REAL *BOOKWORM*. AND HE WANTED ME TO BE *LIKE* HIM.

BUT I JUST COULDN'T MAKE THE *GRADE* ...SO TO SPEAK.

I WAS AN *OKAY* STUDENT-- BUT NOT UP TO *HIS* STANDARDS.

AND AS FOR MY *ATHLETIC* ABILITY-- HE COULDN'T'A CARED *LESS*. THOUGHT ALL THAT *JOCK* STUFF WAS A *WASTE* OF TIME.

SOMEONE LIKE *YOU* FOR A KID, THOUGH, AND HE'D'A POPPED HIS *BUTTONS*.

KNOWING THAT MIGHT'A MADE ME LEAN ON YOU A LITTLE *HARDER* THAN I *MEANT* TO AT TIMES.

SORRY ABOUT THAT.

WATER UNDER THE BRIDGE, FLASH. BUT WHAT EVER *HAPPENED* BETWEEN YOU? EVER *RECONCILE* ALL THIS WITH HIM?

NOT *REALLY.* HE DIED.

OH-- *SORRY.*

THUP

KEEP YOUR *GUARD* UP, PETE.

HE DIED BEFORE I EVER *MET* YOU... HEART ATTACK. SHOULDN'T'A WRITTEN ATHLETICS *OFF* SO COMPLETELY.

THERE'S A *LESSON* FOR YA, PETE. KEEP *ACTIVE!* LIFE'S TOO *SHORT.*

BOTTOM *LINE* IS: I CAN'T SEE WHY YOU'RE *BELLYACHIN'* ABOUT YOUR *FOLKS* RETURNING.

IT GIVES YOU AN OPPORTUNITY *I*... *LOTSA* PEOPLE... NEVER *WILL* HAVE.

WELL, A LACK OF ACTIVITY IS *NOT* ONE OF MY PROBLEMS-- BEING *SPIDER-MAN*, WITH MY VAST ARRAY OF *SUPER-FOES*, GIVES ME *PLENTY* OF EXERCISE.

IT GIVES YOU A SECOND CHANCE TO GET TO KNOW YOUR FOLKS.

AND IN SOME WAYS YOU'RE BETTER OFF THAN PEOPLE WHO'VE HAD A LIFETIME WITH THEIR PARENTS.

HUH?!

SURE-- YOU GET 'EM WITH NO HISTORY, NO EXCESS BAGGAGE.

YOU CAN DEAL WITH THEM AS AN ADULT-- AS AN EQUAL.

IN THAT WAY I REALLY ENVY YOU, PARKER. I ONLY WISH I COULD'A HAD THE SAME CHANCE WITH MY DAD...

AW, FLASH, I...

WHOMP

HEY, I THOUGHT YOU WERE GONNA GO EASY ON ME!

GUESS MY MIND WAS SOMEWHERE ELSE.

MINE, TOO.

AT LEAST NOW WE'RE EVEN FOR THAT TIME IN SCHOOL.

HOW 'BOUT A SODA? MY TREAT.

SOUNDS GOOD TO ME, MR. THOMPSON, BUT HEY, AT LEAST WHEN YOU KNOCKED ME DOWN THE WHOLE STUDENT BODY WASN'T WATCHING.

THEN I GUESS WE'RE NOT REALLY EVEN YET.

WHOA-- OKAY, OKAY! THEN I'M BUYING!

DEAL, THAT'LL MAKE US EVEN.

SHOWER

VENOM FANS!
SEE THIS MONTH'S WEB--
--AND THEN BE HERE NEXT ISSUE!

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INSIDE: A GREAT NEW TALE OF VENOM!™

the AMAZING SPIDER-MAN®

NOW ON SALE TWICE A MONTH!

INVASION OF THE SPIDER-SLAYERS CONCLUSION!

BAGS + RE '92

30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

AN ABANDONED MEAT-PACKING PLANT IN BROOKLYN, WHERE PETER PARKER -- ALIAS SPIDER-MAN -- HAS BEEN ACCIDENTALLY BATHED IN A BLAST OF BONE-FREEZING FREON!

THE BEDLAM PERSPECTIVE

INVASION OF THE SPIDER-SLAYERS: PART 6

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C...CAN HARDLY... MOVE!

A-AND THIS CONVEYOR... HAS ALMOST REACHED... THE *RENDERING FURNACE!*

NUKE

I'M *HELPLESS!* G-GOING TO BE BURNED ALIVE... IN FRONT OF MY OWN *PARENTS!*

YOU SHOULDN'T HAVE *BUTTED IN*, KID! I *WAS* JUST GOING TO KILL YOUR *FOLKS!*

THEY'RE THE ONLY ONES WHO KNOW I'M A *DOUBLE AGENT* IN THE F.B.I! NOW... *NO ONE* WILL KNOW!

WE HAVE TO HELP PETER!

BUT, RICHARD, SHADDOCK HAS A *GUN!*

WE'RE NOT *HEROES!*

I KNOW, BUT...

...PETER'S OUR *SON!*

I'VE GOT HIM! MARY, GRAB PETER AND *RUN!*

YOU STUPID--

DAD! D-DON'T!

SPIDER-STRENGTH RETURNING! I CAN MOVE AGAIN! BUT--

HOLD IT *RIGHT* THERE!

PETER--!

IT'S NO GOOD, MOM! WE CAN'T JUST LEAVE DAD TO BE MURDERED! WE'D BETTER GIVE UP.

YOU'RE SMART, KID.

SMART ENOUGH TO KNOW HE'LL KILL US *ANYWAY!*

BUT, IF I SLIP BEHIND MOM TO BLOCK HIS VIEW, AND LET THE *SHADOWS* IN HERE DO THE REST--

--MAYBE I CAN GIVE AGENT SHADDOCK A LITTLE *SURPRISE!*

KKUK

GET OVER THERE, PARKER! YOU'LL MAKE AN EASIER *TARGET* CLUSTERED WITH THE OTHERS!

GOTTA WAIT FOR THE RIGHT MOMENT, WHEN SHADDOCK IS DISTRACTED..!

NOW!

WEB-SHOOTER, DO YOUR STUFF!

THWIP

WHNG!?

MOM, TAKE CARE OF DAD! SHADDOCK MUST'VE SLIPPED ON SOME *GREASE* OR SOMETHING!

I'LL TRY TO GET HIS *GUN!*

BA-LAP!

NOT UP TO FULL STRENGTH YET, BUT MAYBE THAT'S FOR THE BEST!

I'D HAVE TROUBLE *PULLING MY PUNCHES* AGAINST THIS SLIMEBALL!

KYOK

THAT WAS QUITE A LEFT HOOK, SON! I DIDN'T KNOW YOU WERE SO ATHLETIC!

UH, MUST'VE BEEN THE ADRENALINE. I GUESS ANYONE CAN PUT UP A DECENT FIGHT--

--WHEN THEY'VE GOT SOMETHING TO FIGHT FOR--

AND SOON, AFTER AUTHORITIES HAVE BEEN SUMMONED...

COMING AFTER US WAS DANGEROUS, PETER!

HEY, YOU'RE THE ONES WHO RISKED YOUR LIVES TO SAVE MY BACON! I--

EXCUSE ME. I'M AGENT ABRAHMS, F.B.I. THE OFFICER IN CHARGE TELLS ME YOU'RE PETER PARKER.

I'D LIKE TO SPEAK WITH YOU, PLEASE.

THE SAME PARKER WHO DOES CRIME PHOTOGRAPHY FOR NEWSPAPERS?

YES.

IT MIGHT BE, WELL, EMBARRASSING IF THE PUBLIC WERE TO LEARN THAT A "MOLE" HAD REMAINED IN THE BUREAU UNDETECTED FOR TWENTY YEARS.

WE'D LIKE YOUR... COOPERATION.

YOU WANT ME TO KILL THE STORY? TELL YOU WHAT:

LET'S MAKE A DEAL!

I HAVE A RATHER UNUSUAL RECEIVER HERE...

... THE GUTS OF ONE OF THE MECHANICAL SPIDERS ALISTAIR SMYTHE HAS BEEN USING TO TRACK SPIDER-MAN*...

*SEE LAST FIVE ISSUES.--DANNY

...THAT I NEED INFORMATION ABOUT FOR A, um, SCHOOL PROJECT!

F.B.I LABS COULD PROBABLY FIND OUT WHAT MAKES IT TICK FASTER THAN I COULD, SO...

WE'LL BE IN TOUCH, MR. PARKER.

NOW, *THAT'S* WHAT I CALL "COOPERATION!"

THE NEXT MORNING, IN FOREST HILLS...

THIS HOUSE FEELS LIKE A ***HOME*** AGAIN...

...NOW THAT ***AUNT MAY*** HAS ACCEPTED MOM AND DAD AS ***FAMILY!***

REALLY, MAY, YOU SHOULD LET US ***HELP***--

NONSENSE! I WON'T LET YOU LIFT A ***FINGER*** WHILE YOU'RE UNDER MY ROOF! AFTER ALL, YOU SAVED PETER'S ***LIFE!***

AND THERE'S NO WAY I CAN ***EVER*** REPAY YOU FOR THAT!

I HAVE TO ADMIT, MJ, THAT TUSSLE IN BROOKLYN DID A LOT TO ALLAY ***MY*** SUSPICIONS, TOO. SHADDOCK'S STORY SEEMS TO CONFIRM--

--THAT MY PARENTS COULD HAVE BEEN MISTAKEN FOR RED SKULL AGENTS, AND KEPT IN RUSSIAN PRISONS FOR TWO DECADES.

MAYBE *I'VE* GOT TO GIVE THEM A CHANCE, TOO!

SPEAKING OF CLOSE CALLS, HON', HOW'S *FELICIA?*

I... HAVEN'T CALLED HER. SHE'D JUST WANT TO COME ALONG AS THE *BLACK CAT*, AND SO FAR --

-- BATTLING SMYTHE'S SPIDER-SLAYERS HAS ALMOST KILLED HER *AND* MY PARENTS!

I HAVE TO DO THIS ALONE.

BUT --

JUST A SEC', SWEETHEART. THE 'PHONE --!

I'LL GET THAT, AUNT MAY: IT'S PROBABLY FOR ME!

BRRNG

HELLO? YES, AGENT ABRAHMS.

Uh-Huh.

COULD YOU REPEAT THAT?

THANKS!

THAT WAS THE INFORMATION I NEEDED. I HAVE TO GO.

PETER, JUST THIS ONCE --

--COULDN'T YOU LET SOMEONE *ELSE* HANDLE IT?

OR AT *LEAST* GET SOME *HELP?*

I TOLD YOU, MJ, I CAN'T TAKE A CHANCE ON ANYONE ELSE GETTING *HURT!*

PETER, I *LOVE* YOU -- BUT CAN'T YOU SEE YOU'RE HURTING *ME?*

WHEN I SAID "*I DO*," I THOUGHT I COULD HANDLE YOUR BEING SPIDER-MAN. AND FOR A WHILE, I DID!

BUT MAYBE I'M NOT AS STRONG AS I THOUGHT. OR MAYBE YOU'RE MY ONLY *WEAKNESS.*

LOOK AT ME. UNTIL A COUPLE OF WEEKS AGO, I HADN'T TOUCHED A *CIGARETTE* SINCE HIGH SCHOOL! Oh, WELL, AT LEAST IT'S NOT DRUGS OR ALCOHOL.

I CAN *QUIT* WHENEVER I WANT!

TWO HOURS LATER, AT AN ISOLATED RURAL ESTATE...

I USED THIS DEVICE TO TRACK MY *SPIDER-TRACERS* WHEN I LOST MY POWERS A FEW MONTHS BACK!*

AND NOW IT'S LED ME *HERE!*

* IN *AMAZING* #340-343. -- DANNY

I MADE MODIFICATIONS BASED ON THE FREQUENCIES THE F.B.I LABS CAME UP WITH, THEN USED IT TO TRACE THE ***SOURCE*** OF THE SIGNAL BEING SENT TO THOSE MECHANICAL SPIDERS!

DON'T KNOW IF SMYTHE'S ACTUALLY *HERE*, BUT I ***DO*** KNOW THIS IS WHERE HE CONTROLS THE ***ROBOTS*** HE'S BEEN SENDING AFTER ME!

ODD... I HAVEN'T RUN INTO ANY TRAPS OR GUARDS!

NOT EVEN SECURITY CAMERAS -- MY ***SPIDER-SENSE*** WOULD WARN ME IF I WAS BEING WATCHED!

IT'S ALMOST AS IF SMYTHE ***WANTS*** ME HERE!

CAN'T SHAKE THE FEELING I'M STEPPING INTO SOMEONE ELSE'S ***WEB!***

BUT I GUESS THERE'S NO QUICKER WAY TO SEE IF I'M --

-- SURROUNDED? BY A DOZEN PEOPLE STRAPPED INTO HIGH-TECH *WHEEL-CHAIRS*?!

SOMETIMES BEING *RIGHT* ISN'T ALL IT'S CRACKED UP TO BE!

WELCOME, SPIDER-MAN!

Huh?

WELCOME TO THE WORLD OF *ALISTAIR SMYTHE!*

YOU... YOU DON'T *LOOK* LIKE --!

I'LL TAKE THAT AS A COMPLIMENT.

I *SEETHED* IN THAT ASYLUM, SPIDER-MAN! HATRED FOR YOU SEARED MY INSIDES LIKE ACID!

UNTIL I DEVISED A PLAN TO *SATISFY* THAT RAGE!

DURING MY ESCAPE, I HAND-PICKED INMATES FROM THE "SPECIAL" WARD TO JOIN ME -- INMATES WHOSE TECHNICAL BRILLIANCE *ALMOST* RIVALED MY OWN!

I PICKED THEIR BRAINS TO CREATE THE ROBOTIC DEVICES I SENT AGAINST YOU!

W-WE DIDN'T *WANT* TO HELP, SPIDER-MAN! BUT SMYTHE KEEPS US AS MUCH PRISONERS *HERE* AS WE WERE AT THE ASYLUM!

SHADDUP, STEWART! YER A *WIMP!*

IT MATTERS LITTLE WHAT HE IS -- WHAT *ANY* OF YOU ARE! SO LONG AS *I* CONTROL YOUR SHACKLE-CARTS! AND...

THEIR *ACCESSORIES!*

TAK-A-TAK

THAT CONTROL PANEL! WHAT'S HE DOING?

"THE CHAIRS! LAUNCHING WIRED *DARTS* OF SOME KIND.

WHEEE!

P-P-P

"DOZENS OF THEM!

Oh, MY GOD!

P-P-P

"NO...

"... MORE LIKE A *HUNDRED!*"

TOO MANY! EVEN *I* CAN'T DODGE THEM ALL!

BUT WHAT *ARE* THEY? WHAT HAPPENS IF THEY CON--

--NECT?!

ELECTRICITY!

I-I'M LOSING... MUSCLE CONTROL!

KZZZKT

G-GOTTA BREAK WIRES... K-KILL THE CURRENT!

THERE! GETTING CONTROL BACK! BUT --

-- SMYTHE?! Y-YOU'RE STARTING TO... *STAND*?!

I WAS SO HUMILIATED BY MY DEFEATS AT YOUR HAND, I HAD SCIENTISTS ENCASE MY ENTIRE BODY IN THIS *BIORGANIC CARAPACE!*

IT PROTECTS ME, BOOSTS MY STRENGTH -- BUT THAT ISN'T *ALL!*

SURGICALLY CONNECTED TO MY SPINE, IT ENABLES DAMAGED NEURONS TO *SPARK* ONCE MORE, GIVING MOBILITY TO LEGS THAT WERE NO MORE THAN USELESS STALKS!

YES, SPIDER-MAN, I *WALK* AGAIN! AND WITH THIS CARAPACE, AND THE STRENGTH OF MY WILL, I HAVE BECOME--

--THE ULTIMATE SPIDER-SLAYER!

CHRIK

CHRIK

THASH

YOU'RE FORGETTING ONE THING, SMYTHE --

--THIS SPIDER HITS BACK!

TRY TO IMAGINE--

--HOW LITTLE I CARE!

:WHNG:

THE CHAIR! YOU B-BROKE MY SHACKLE-CART!

THEN GET OUT OF HERE! CALL THE POLICE!

I--I CAN'T! THE DOORS LOCKED AUTOMATICALLY ONCE YOU WERE INSIDE!

LIKE I SAID--

--WELCOME TO MY WORLD!

AYG!

SMYTHE ISN'T THE GOOFY *ECCENTRIC* HE USED TO BE! GOTTA START TAKING HIM SERIOUSLY --

--GET OUT OF RANGE SO I CAN RE-GROUP!

NOT SO FAST, WALL-CRAWLER! I'VE *LEARNED* FROM OUR PREVIOUS ENCOUNTERS! LEARNED HOW TO USE YOUR OWN WEAPONS --

--*AGAINST* YOU!

FRISH

WHA -- *WEBBING?!*

C-COULDN'T TWIST OUT OF THE WAY IN TIME --!

WHOOOF!

THWAM

KNOCKED... THE *WIND*... OUT OF ME!

C-COME ON, SPIDEY! GET IT TOGETH--

KRAM

BRAM

KRTOK

DON'T WORRY, I'LL *END* IT QUICKLY: ONE "*FANG*" THROUGH EACH EYE..!

WAIT! D-DON'T!

YOU... WOULD DICTATE TO *ME*?!

PLEASE! Y-YOU'VE *ALREADY* WON! HE'S *BEATEN*! THERE'S NO NEED FOR *BLOOD*!

ON THE *CONTRARY*, STEWART: THERE IS *EVER* THE NEED FOR BLOOD--

-- WHEN ANYONE WOULD DARE *OPPOSE* ME!

GHYARGH

ANYONE!

NO.

NOOOO!

THIS--

--ENDS--

NOW!

HE FEELS NO TRIUMPH, NO RUSH OF VICTORY.

ONLY SICKNESS AT THE NEAR LOSS OF LIFE --

--AND A BONE-WEARY RELIEF THAT, AT LAST, IT'S OVER.

E P I L O G U E.
THE NEXT NIGHT: MANHATTAN.

LOU'S

ITAL

THAT'S RIGHT, MARY JANE -- IT'S OVER!

SMYTHE'S IN CUSTODY, HIS "PARTNERS" HAVE BEEN RETURNED TO THE MENTAL INSTITUTION.

DOCTOR ROBERTS SAYS THEY'LL RECEIVE SPECIAL COUNSELING.

AND, WITH THE F.B.I.'S DATA, I WAS ABLE TO PIN-POINT THE REST OF THOSE *MECHANICAL SPIDERS!*

THE *AVENGERS* HELPED ME TRACK THEM DOWN AND DESTROY THEM.

WHICH LEAVES ME FREE FOR THIS *DINNER* -- MY WAY OF APOLOGIZING FOR HOW I'VE NEGLECTED YOU LATELY.

THANKS, TIGER. FOR MY PART, I PROMISE NOT TO *SMOKE* TONIGHT!

GOOD, 'CAUSE THE LAST COUPLE OF DAYS HAVE MADE ME THINK HOW PRECIOUS *LIFE* IS.

AND HOW *SHORT*.

AND HOW I SHOULD APPRECIATE WHAT I'VE *GOT* WHILE I'VE GOT IT. LIKE YOU, AUNT MAY... AND MOM AND DAD. I'VE EVEN CONSIDERED TELLING THEM...

...THAT I'M *SPIDER-MAN*!

THAT'S QUITE A *STEP*, SWEET-HEART.

I KNOW. BUT WE LOST *TWENTY YEARS* OF BEING TOGETHER. I'D HATE FOR MY STUBBORNNESS AND PARANOIA TO COST US TWENTY MORE.

IT'S CHANCY, SURE. BUT WITH IMPORTANT THINGS --

--INCLUDING *MARRIAGE*--

-- THE *REWARDS* ARE WELL WORTH THE *RISKS*!

NEXT ISSUE:

VENOM

DROPS BY TO MEET THE FOLKS!

*(BUT THE V-MAN'S HAS HIS OWN BACK-UP IN **THIS** ISSUE!*

READ IT NOW!)

NEW YORK; AN "ABANDONED" BUILDING WHERE DANGEROUS CRIMINALS ARE HELD, PENDING TRANSFER TO FEDERAL PRISON.

FOR GOD'S SAKE, PERKINS, TURN IT DOWN.

Stan Lee PRESENTS:

VENOM!

YOU'RE GONNA KILL HIM!

THE

GET AWAY

SCREAM!

DAVID MICHELINIE WRITER ⚡ TODD SMITH ARTIST ⚡ RICH S. LETTERS ⚡ BOB SHAREN COLORS

DANNY FINGEROTH EDITOR ⚡ TOM DeFALCO CHIEF

Ah, COME ON, REGGIE! I'M JUST HAVIN' A LITTLE *FUN!*

I DON'T EQUATE *TORTURE* WITH *AMUSEMENT*, PERKINS! THAT SONIC CAGE WAS BUILT TO *CONTAIN* VENOM --

-- BUT SET TOO HIGH, IT CAN CAUSE EDDIE BROCK AND THE ALIEN SYMBIOTE THAT'S BONDED WITH HIM INCALCULABLE *SUFFERING!*

TIK

YEAH = *Heh!* = I KNOW.

I'M SORRY, BROCK, ARE YOU ALL RIGHT?

WE... WE'RE BETTER, NOW. THANK YOU FOR -- *EH?!*

THAT *PICTURE!* ON THE BACK OF THE *NEWSPAPER!*

GIVE IT TO US! WE HAVE TO SEE--

OZZLT

P-PLEASE..!

YA WANT IT, PSYCHO-BOY? WHY DON'TCHA COME AN' GET IT!

HA!

SKRUUCH!

GEEEEEEYYAARGHHH

GOOD LORD! THAT WAIL! HE'S IN TORMENT!

BUT WHAT --

-- NO! IT'S IMPOSSIBLE!

H-HE'S PUSHED SOME OF THE SYMBIOTE *THROUGH* THE SONIC WALL?! BUT WHAT COULD BE SO IMPORTANT THAT HE'D ENDURE SUCH *AGONY*?! WHAT'S IN THAT *PICTURE*-- Hmnh?

SONICS

PERKINS! HE'S LOOPING THE TENDRIL AROUND THE *CAGE* CONTROLS! STOP HIM, BEFORE HE TURNS IT--

--OFF?

SONICS

TT-TIK

WHMLF!

YOU *HURT* US! JUST TO MAKE *YOURSELF* FEEL POWERFUL! YOU'RE NOTHING BUT A *SMALL* MAN WITH A *BIG* HEAD! BUT WE CAN *FIX* THAT!

WE THINK YOU SHOULD *LOOK* MORE LIKE YOU *ARE!*

WH-WHAT'RE YOU--?!

Gasp! B-BLACK STUFF WRAPPIN' AROUND MY HEAD! STARTIN' TA *SQUEEZE!*

STOP! I-IT'S TOO *TIGHT!*

I--I'M GONNA--

POP ♫ GOES THE WEASEL! ♭

NO GUNS!

WE HAVE SOMETHING *SPECIAL* FOR YOU!

RIP

DON'T! D-DON'T *KILL ME!*

GHLK!

Shhh... *UNCON-SCIOUSNESS* WILL BE ENOUGH.

YOU SHOWED US KIND-NESS. WE'VE *RE-TURNED* THE FAVOR.

AND NOW...

KRK KK KRK KK KK KK KRK KK TK TK

...*AWAY!*

NOISE BROUGHT OTHER GUARDS!

NO MATTER.

WE'VE GOT WHAT WE WANTED!

KBRAK

BDAM BDAM

SOON, SEVERAL BLOCKS DISTANT...

YES, I KNOW. PUSHING THAT BIT OF YOU THROUGH THE SOUND CAGE WAS EXRUCIATING! THE ONLY GREATER PAIN WE'VE SUFFERED HAS BEEN AT THE HANDS OF ***PETER PARKER*** -- THE DEVIL KNOWN AS ***SPIDER-MAN!***

BUT WITH THIS NEW ***INFORMATION*** THAT PROVIDENCE HAS PROVIDED--

PETER PARKER'S PARENTS FOUND ALIVE AFTER 20 YEARS!

BUGLE PHOTOGRAPHER'S OWN STORY!

-- WE MAY SOON BE ABLE TO ***EVEN*** THAT SCORE!

NEXT ISSUE ***VENOM VS. SPIDEY*** *WITH HIS* ***PARENTS' LIVES*** *AT STAKE! (THE COUNTDOWN TO OUR GIANT-SIZED 375TH ISSUE -- WHICH IS ALSO THE 30TH ANNIVERSARY OF* ***AMAZING SPIDER-MAN*** *#1)*

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VENOM™ ATTACKS! the AMAZING SPIDER-MAN®

THE V-MAN'S TARGETS RICHARD AND MARY PARKER!

30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

BAGS + 92 RE

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS . . .

THE AMAZING
SPIDER-MAN!

MURDER ON PARADE

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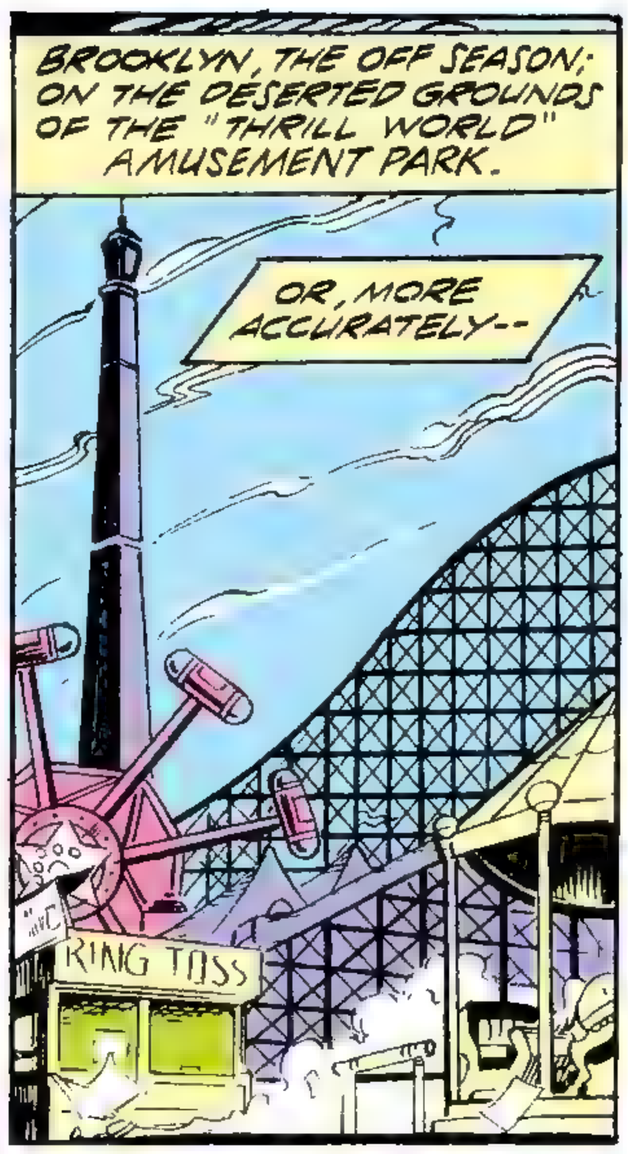
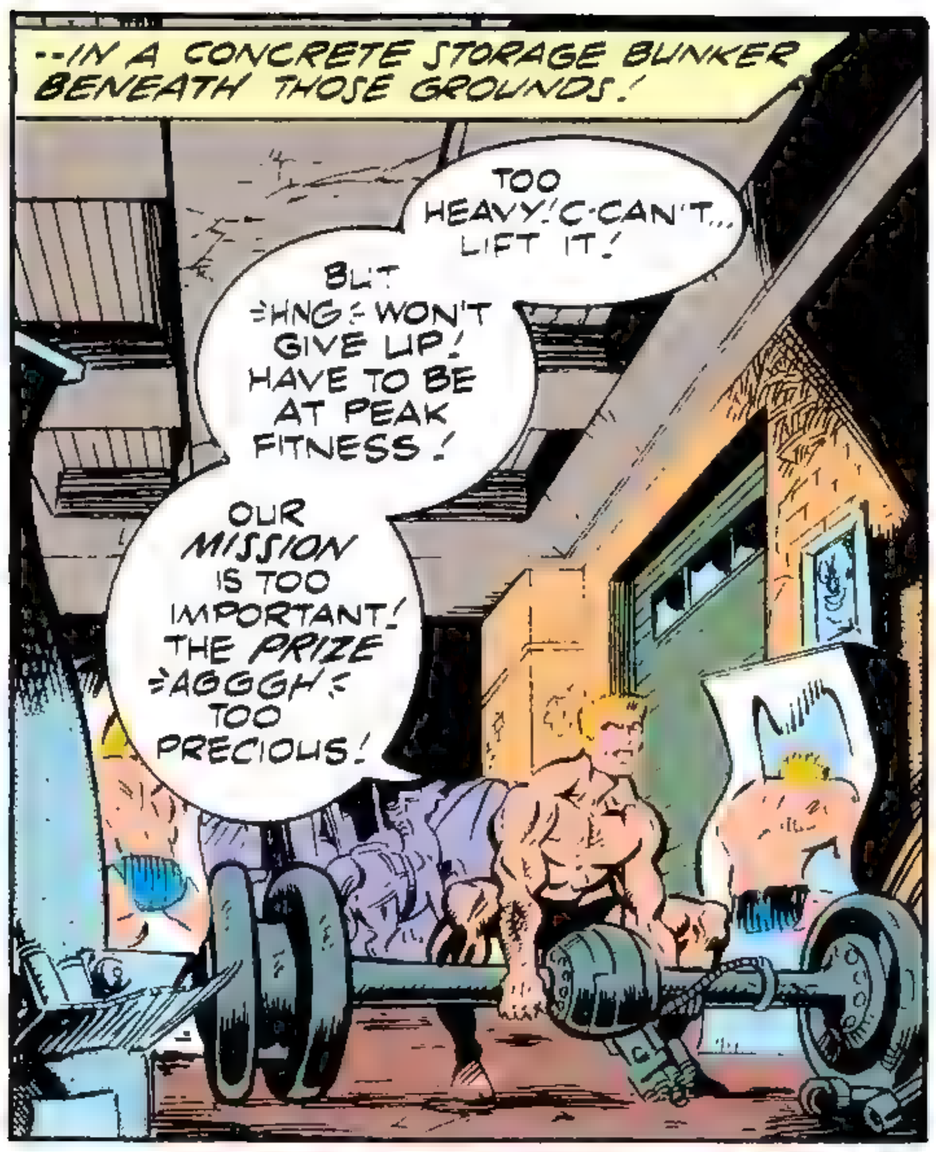
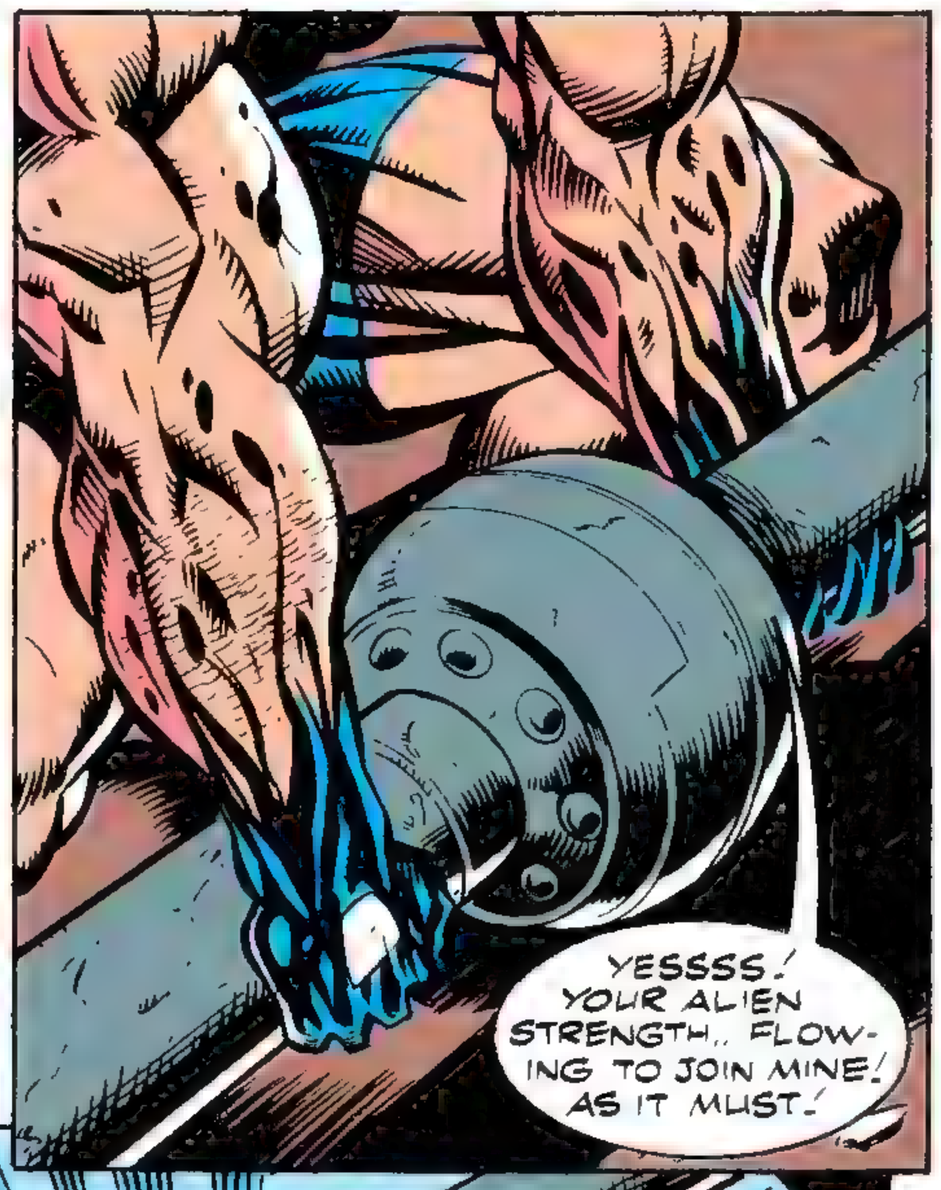
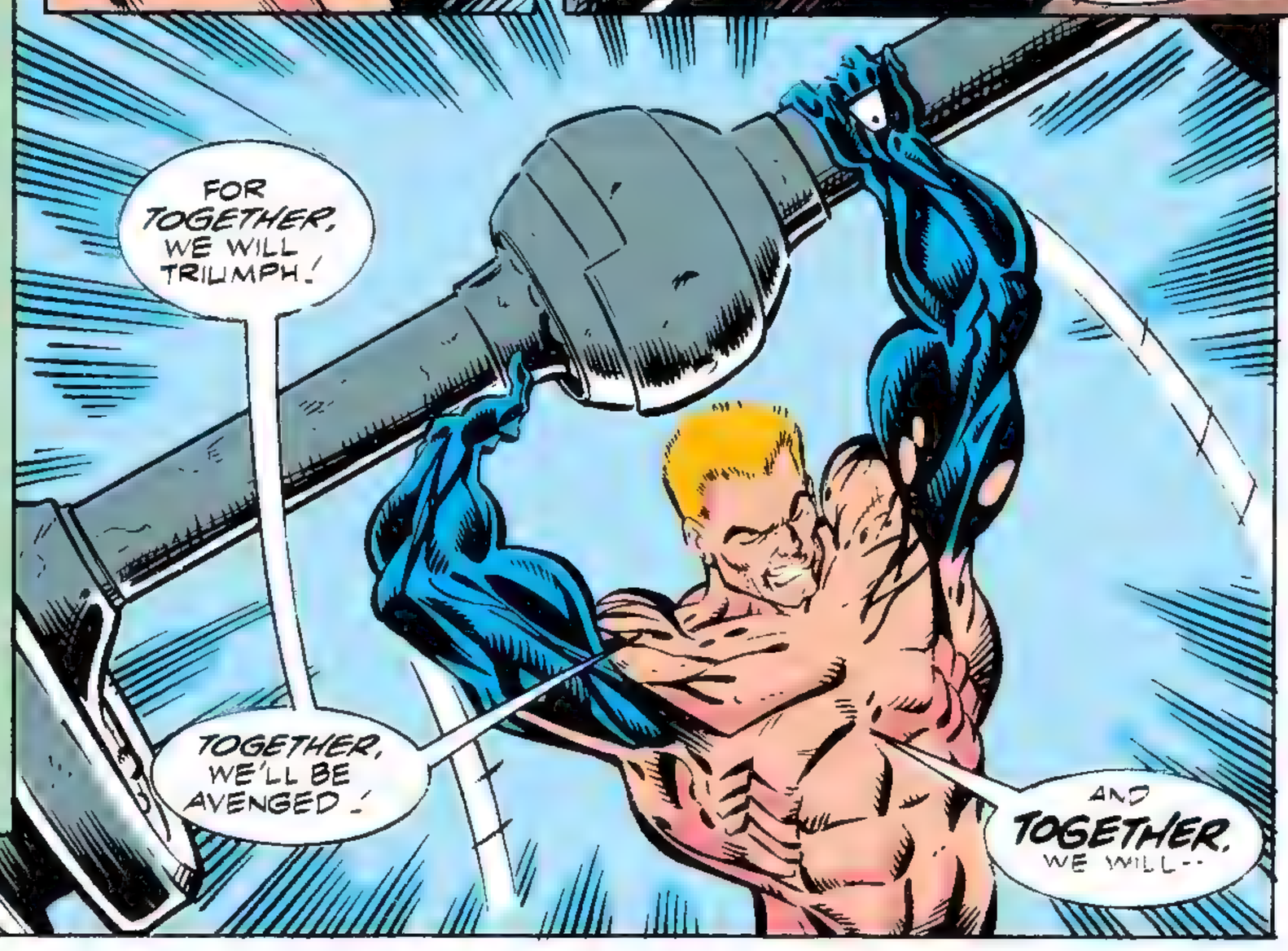








-KILL SPIDER-MAN!

AFTER ALL, IT WAS *SPIDER-MAN* WHO DESTROYED MY CAREER AS JOURNALIST *EDDIE BROCK*!

IT WAS *SPIDER-MAN* WHO REJECTED *YOU* AS THE SYMBIOTIC "COSTUME" THAT WANTED TO *MELD* WITH HIM!

AND IT WAS *HATRED* FOR *SPIDER-MAN* THAT BROUGHT *US* TOGETHER AS *VENOM*! HOW SHALL WE *THANK* THE WEB-SLINGER?

PERHAPS WE COULD *KISS* HIS STILL-BEATING HEART--

BUT... THERE'S SOMETHING *ELSE* NOW.

THE STARTLING REVELATION THAT GAVE US CAUSE TO ESCAPE OUR RECENT CONFINEMENT!*

DAILY BUGLE

*LAST ISSUE.--DANNY

--JUST BEFORE WE *DEVOUR* IT!

PETER PARKER-- THE DEVIL WHO *IS* SPIDER-MAN--HAS RECENTLY FOUND PARENTS HE ONCE THOUGHT *DEAD*!

AND THAT IS A REUNION THAT CANNOT-- *MUST* NOT-- CONTINUE!

CENTRAL PARK.

SON! BE CAREFUL!

OH, I WOULDN'T WORRY ABOUT *PETER*, DAD! I THINK HE'S GOT THE HANG OF IT!

I GUESS YOU'RE RIGHT, MARY JANE--

--THE BOY'S *BALANCE* IS DOWNRIGHT *UNCANNY*!

UH-OH! LETTING MY *SPIDER-MAN* ABILITIES SHOW TOO MUCH. BETTER DO SOMETHING ABOUT IT!

WHOOP! GUESS I'M JUST *HUMAN* AFTER ALL!

OUCH!

I KNOW YOU WANT TO GET CLOSE TO YOUR PARENTS, SWEETHEART, BUT YOU DON'T HAVE TO TRY SO *HARD*!

JUST LOOK IN THEIR EYES--

--THEY LOVE YOU!

I THINK WE'VE HAD ENOUGH FOR ONE DAY. BEING IN RUSSIAN *PRISONS* FOR TWENTY YEARS DOESN'T DO WONDERS FOR ONE'S STAMINA!

YOU'RE SURE *YOU* DON'T WANT TO TRY, MAY?

ME?! I HAVE ENOUGH TROUBLE TRYING TO BALANCE THE HOUSEHOLD *BUDGET*!

I'M JUST GLAD YOU CAME ALONG, AUNT MAY--EVEN AS AN OBSERVER!

ME, TOO, DEAR. NOW THAT WE'RE A *FAMILY* AGAIN, WE'LL HAVE TO DO *LOTS* OF THINGS TOGETHER!

THAT'S A PROMISE--RIGHT, SON?

RIGHT, DAD!

SAY, THERE'S A HOT PRETZEL STAND! HOW 'BOUT IT? MY TREAT!

THEN WE CAN ALL GO BACK TO SOHO FOR HOT CHOCOLATE!

WISH I COULD, FOLKS, BUT I'VE GOT A *CLASS* TO CATCH! AND THEN I HAVE TO DROP BY THE *DAILY BUGLE*.

I'LL SEE THAT MAY GETS HOME.

MAYBE WE CAN HAVE LUNCH AND WATCH MJ'S SOAP OPERA TOMORROW!

"SECRET HOSPITAL," ONE O'CLOCK, OUR PLACE!

WAS HAVING TOO MUCH FUN... STAYED TOO LONG!

CAN'T TAKE A CHANCE ON TRAFFIC!

I'LL HAVE TO GET TO THE UNIVERSITY THE *SPIDEY* WAY!

UM, I DON'T WANT TO BE A NAG, MARY JANE, BUT... DON'T YOU REALIZE WHAT SMOKING CAN DO TO YOUR *HEALTH*?

I KNOW, MOM, AND I'M GOING TO QUIT AGAIN SOON.

I'VE JUST BEEN UNDER A LOT OF... *STRESS* LATELY.

THE ADVANCED PHYSICS CLASS PASSES SWIFTLY. AND LATER, AT THE OFFICES OF NEW YORK'S FOREMOST NEWSPAPER...

TALK ABOUT A *DROUGHT!*

DAILY BUGLE

I HAVEN'T HAD A PHOTO ASSIGNMENT IN OVER A WEEK! I WAS HOPING OUR ESTEEMED *PUBLISHER* MIGHT TOSS ME A BONE, BUT--

--I DON'T SUPPOSE *YOU'VE* GOT ANY LEADS YOU COULD SHARE, *JOY?*

FRESH OUT, PETER.

WHY DON'T YOU GET SOME SNAPS OF *VENOM*, PETE? YOU'VE ALWAYS BEEN GOOD AT THAT.

CAN'T, BEN. VENOM'S IN POLICE CUSTODY.

Y'KNOW, FOR A *NEWS* PHOTOGRAPHER, YOU'RE NOT VERY CURRENT. VENOM *ESCAPED* LAST NIGHT.

WHAT? *HHOW?*

ALL RIGHT, PARKER, WHAT WAS IT YOU WANTED TO SEE ME ABOU--

--HEY! WHERE'S HE GOING?

TO GET SOME SHOTS OF *VENOM*, I GUESS.

GOOD LUCK.

LUCK, MY EYE!

IN THE NEWS GAME, IT'S BOLDNESS AND *INSPIRATION* THAT GET THE JOB DONE!

AND *I'VE* JUST HAD AN IDEA THAT COULD NET THE *BUGLE* ITS BIGGEST *EXCLUSIVE* IN YEARS!

GET ME THE *SYMKARIAN EMBASSY*, PRIVATE LINE!

FAST!

WHILE ABOVE...

HE COULDN'T--! HE WOULDN'T--!

HECK, WHO AM I KIDDING? HE COULD, WOULD--

--AND PROBABLY WILL!

VENOM HAS A TWISTED SENSE OF ETHICS-- LIKES TO BELIEVE HE PROTECTS THE *INNOCENT*!

THAT'S WHY HE SWORE NOT TO HURT *AUNT MAY*!

BUT WHAT IF HE KNOWS ABOUT MOM AND DAD? WHAT IF HE THINKS THEY'RE "EVIL" JUST BECAUSE THEY BROUGHT *ME* INTO THE WORLD?!

I CAN'T TAKE THAT CHANCE! EDDIE BROCK'S A CERTIFIED *PSYCHOPATH*!

I'VE GOT TO FIND MOM AND DAD BEFORE *HE* DOES!

HOWEVER, AT THAT MOMENT, ON A LOWER MANHATTAN STREET CORNER...

LAST CHANCE, MAY: COCOA AND COOKIES?

I WISH I COULD, MARY JANE, BUT THESE OLD BONES ARE JUST PLAIN TIRED!

I'LL BE HERE FOR "SECRET HOSPITAL" TOMORROW, THOUGH! 'BYE, NOW!

SAFE TRIP, MAY! MARY AND I WILL BE HOME IN A COUPLE OF HOURS.

PARDON ME. ARE YOU RICHARD AND MARY PARKER--

--THE PARENTS OF *PETER* PARKER?

OH, GOD! IT-IT'S *HIM!*

UM, YES! ARE YOU A FRIEND OF PETER'S?

WELL... NOT *EXACTLY.*

POLICE! G-GOTTA GET THE POLICE! O-OR THE ARMY! OR--YESSS!

SPIDER-MAN!

WHAT--?

MY, MY. SO IT IS!

BUT, DON'T WORRY, MR. AND MRS. PARKER...

OH, MY LORD--!

...WE'LL SAVE YOU!

SPEED LIMIT 35 MPH

OH, NO! HE'S FOUND THEM! BUT... WAIT! HE'S COMING AFTER *ME*?

THANK HEAVEN!

I DON'T BELIEVE I JUST THOUGHT THAT.

EYES! LUNGS! PANCREAS!

SO MANY *SNACKS*, SO LITTLE *TIME*...!

SO SHOCKED-- TO SEE HIM--

--D-DIDN'T DODGE FAST ENOUGH!

I'VE HAD BETTER DAYS

OOOH, LOOK!

THERE'S A *SPIDER* ON THE WALL!

KA-RESH

OH, ALL RIGHT:

"WAS!"

THE LIVER? GOOD CHOICE! WE'LL HAVE IT FIRST!

WITH A NICE *CHIANTI*...!

SHLLUP

WHANK

:OOOF

:HYUNG:

AW, GEEZ! HAVE I DIED--

--AND GONE TO *DISNEY-WORLD*?!

NO! LANDED SMACK IN THE MIDDLE OF THE ANNUAL *WINTERFEST* PARADE! AND IF *I'M* HERE, THEN SO IS--

MACY'S

--*VENOM!*

HEY, FELLA! YOU GOT A UNION CARD?

HOLIDAY CROWD ALL AROUND! SOMEONE COULD GET HURT!

HAVE TO TAKE VENOM *DOWN!*

WHUNCH

CHOK

KRAKOOM

YUP, I WAS RIGHT!

SOMEONE GOT HURT!

OW!

INTERFES

PASH

PEEKABOO! WE SEE YOU!

THAT WORKS *BOTH WAYS*, GRUESOME!

CHLINK

NOW *YOU'RE* "IT"!

PHWOK

HAVE TO MOVE THE BATTLE TO A SAFER PLACE!

MAYBE IF I LEAP FROM BALLOON TO BALLOON, VENOM WILL FOLLOW ME ALL THE WAY TO *CENTRAL PARK*! YEAH, THAT COULD WORK!

POP

OR NOT...!

THWIP

SORRY TO BURST YOUR BALLOON, SPIDER-MAN--

--SINCE WE'D MUCH RATHER BURST YOUR HEAD!

CHRUD

BWAK

STOP IT!

LEAVE 'IM ALONE!

I WARNED YOU--!

I... I NEVER... KILLED ANYONE BEFORE!

YOU STILL HAVEN'T!

BDOOM

P-P-POK

UHNNNN.

PLIP

?!?

T-TOO TIGHT! =WHEEZ= C-CAN'T =KOFF= B-BREATHE!

OUT OF THE WAY!

VENOM'S WEBBING IS MADE FROM THE SYMBIOTE'S SUBSTANCE! IT'S JUST AS STRONG AS MY *OWN* WEBS!

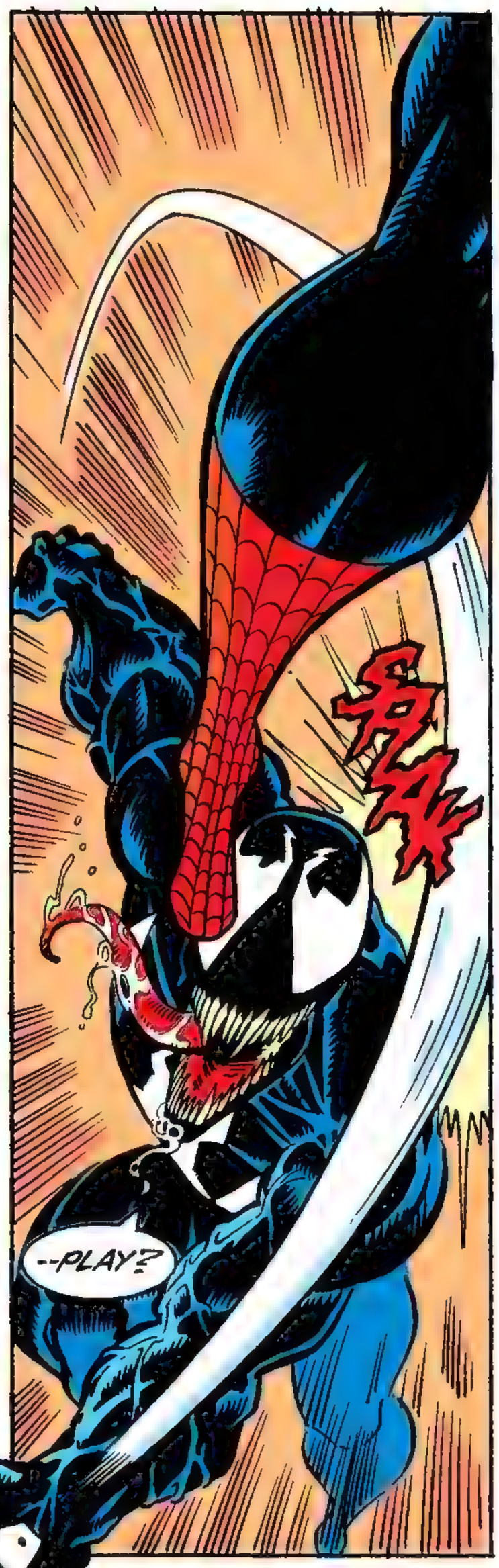
GOTTA PULL... *AS HARD AS* I...

...CAN!

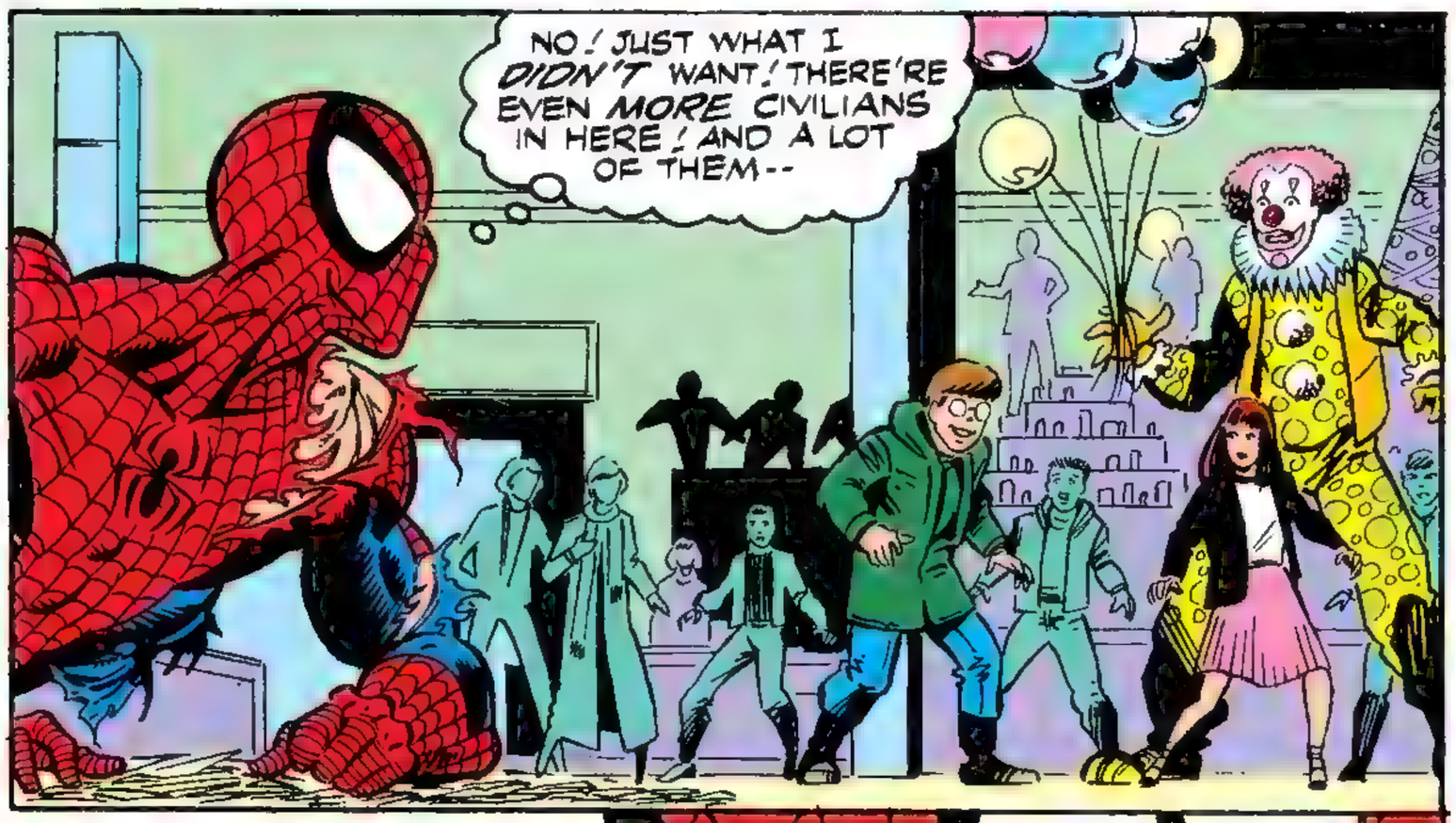
THANK GOD IT HADN'T STUCK *TO* HIS FACE!

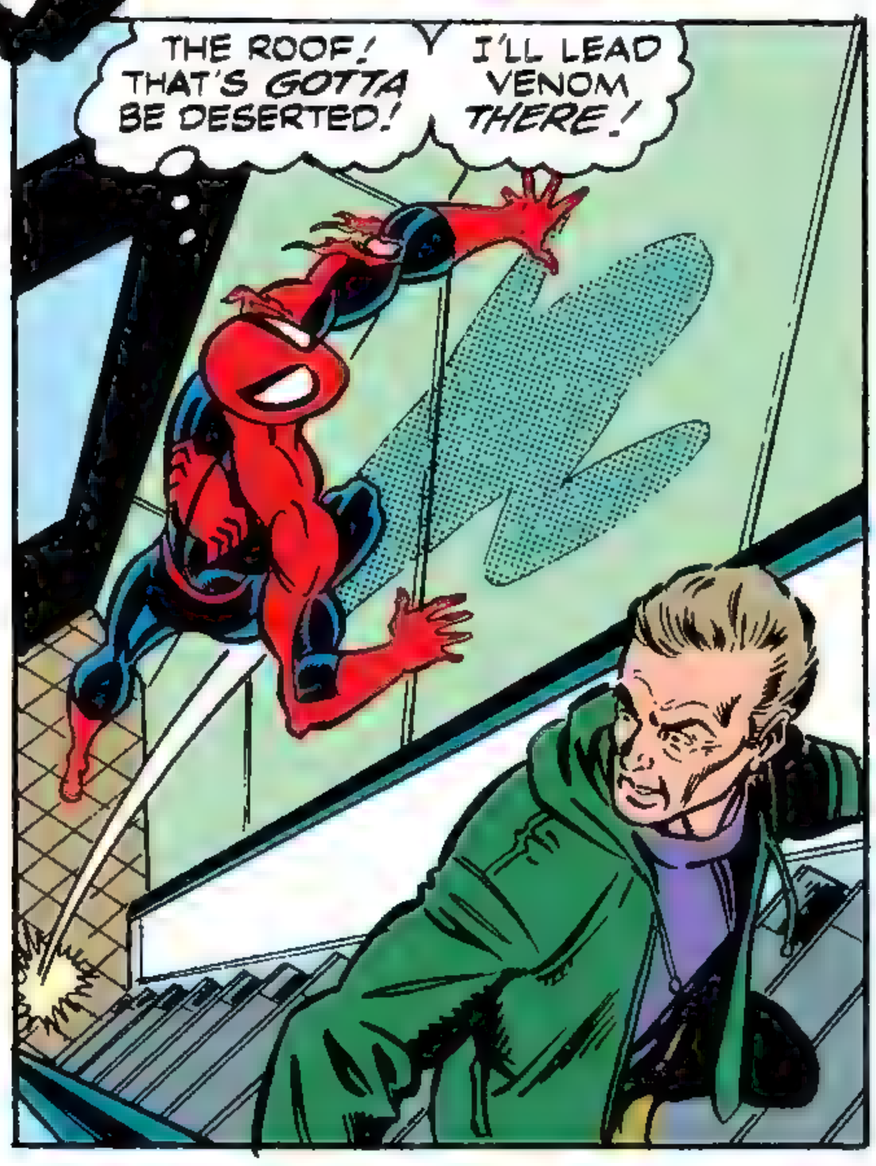
=GASP=

ALL RIGHT, VENOM, TIME TO--


--PLAY?

KREESH!
NCY'S


NO! JUST WHAT I DIDN'T WANT! THERE'RE EVEN MORE CIVILIANS IN HERE! AND A LOT OF THEM--
--ARE CHILDREN!


THE ROOF! THAT'S GOTTA BE DESERTED!
I'LL LEAD VENOM THERE!

OH, LOOK, MR. LAFFY! IT'S SPIDER-MAN!
HNH?

WHERE DID HE GO?
EEEEEE!

DON'T BE SCARED, LITTLE ONE. WE WON'T LET *SPIDER-MAN* GET YOU!

DON'T HURT 'EM! PLEASE! TH-THEY'RE JUST KIDS--!

HURT THEM?

SIR, YOU *WOUND* US! REST ASSURED, WE WOULD *NEVER* HARM SUCH INNOCENT ANGELS!

I SAID, DON'T *TOUCH* HER!

MACE?

NOW *THAT'S* NOT FUNNY!

HA

THERE, THERE, CHILD. DID THAT NASTY OLD CLOWN *FRIGHTEN* YOU?

=SNIFF= =SN-NIFFLE=

WHAT HAPPENED? HE WAS RIGHT *BEHIND* ME! WHAT COULD'VE--

--OH, CRIPES! THAT LITTLE *GIRL*--!

LET HER GO, VENOM! I'M THE ONE YOU WANT!

THWIP

COME AND GET ME!

PLATCH

SILLY SPIDER...

...THAT TRICK NEVER WORKS ON ME!

SKRIPP

I'M SICK OF YOU GOING THROUGH OTHER PEOPLE TO GET TO ME!

IT STOPS HERE!

KWHAM

NOW

BWAAK

I DON'T NEED TRICKS, VENOM! I'M GOING TO WHIP YOU ONE-ON-ONE!

HEY, WHEN YOU'RE RIGHT--

PAK

BRASH

--YOU'RE RIGHT!

WE'D LOVE TO STAY AND PLAY A LITTLE LONGER--

--PERHAPS HAVE A BITE TO EAT--

--BUT WE'VE MORE PRESSING MATTERS TO ATTEND TO JUST NOW!

MORE URGENT... THAN KILLING ME?

I-I DON'T... UNDERSTA...

SOUR DREAMS!

BAM

A MOMENT PASSES.

OR A DECADE.

THE BATTERED WEB-SLINGER DOESN'T KNOW.

ALL HE KNOWS AS HE CLAWS HIS WAY THROUGH A THROBBING FOG OF PAIN IS--

SPIDER-SENSE!

--THE NEXT PAIN WON'T BE HIS!

YOW!

CHILL OUT, WEBSLINGER!

HUH? VENOM--WHERE IS HE?

GUY WITH THE GRIN? HE TOOK OFF-- CACKLED SOMETHIN' 'BOUT HURTING YOU EVEN *MORE*!

THAT DOESN'T MAKE SENSE! HE LET ME *LIVE*!

BUT WHAT COULD HURT ME MORE THAN *KILLING*--

--OH, GOD! MOM AND DAD!

I'VE NEVER *KILLED* ANYONE--

--BUT I SWEAR, IF VENOM SO MUCH AS *SCRATCHES* THOSE PEOPLE--!

SOHO.

I DON'T KNOW, OFFICERS! I JUST--

VENOM! WHERE IS HE?

PETER! HE'S BEEN HURT!

BUT HE HAS TO KNOW...!

H-HE WAS HERE, SPIDER-MAN, BUT HE'S GONE!

AND HE TOOK MY HUSBAND'S PARENTS--

--WITH HIM!

NO...!

NEXT:

VENOM REVEALS WHAT HE REALLY WANTS--AND IT'S NOT WHAT YOU THINK! DON'T MISS THE SPECIAL GIANT-SIZED CONCLUSION (PLUS SPECIAL FEATURES AND A VERY SPECIAL COVER) ON SALE IN THIRTY DAYS!

MARVEL COMICS

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GIANT SIZED 30TH ANNIVERSARY OF AMAZING SPIDER-MAN #1

the AMAZING SPIDER-MAN®

30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

BAGS + RE 92

SPIDEY® vs. VENOM™: THE FINAL CONFRONTATION!

Stan Lee Presents:

the AMAZING SPIDER-MAN®

ISSUE 375

Thirty years and six months ago, a hero called **Spider-Man** burst upon an unsuspecting world in the fifteenth and final issue of AMAZING FANTASY magazine. But although A.F. was not to see the light of day again, the web-swinging adventurer touched a chord among readers of the mag. They demanded he return—and return he did. In his *own* magazine.

Thirty years and no months ago, AMAZING SPIDER-MAN #1 appeared on the stands and history was once again made—by the same character. To help him in his solo mag debut, he had the help of the *Fantastic Four* and the hatred of the *Chameleon* and the family *Jameson*.

As the years have gone on, Spider-Man has become one of the most popular and recognizable fictional figures in or out of comics, with one of the greatest casts of friends and enemies. To celebrate the thirtieth anniversary of his eponymous, ongoing adventures, we proudly present the following tales. The first of these pits him, in an epic-length confrontation, against his most formidable foe of *today*. The others pay homage to some great moments in Spidey *history* ...and foreshadow tumultuous events of the *future*.

The past is prologue. Enjoy.

"The Bride of Venom"
by David Michelinie, Mark Bagley, and Randy Emberlin ..... pg. 2

"True Friends"
By Tom DeFalco, Pat Olliffe and Mark McKenna ..... pg. 38

"The Monster Within"
by Eric Fein and Dan Panosian ..... pg. 45

"Echoes"
by Terry Kavanagh, Aaron Lopresti, and Don Hudson ..... pg. 53

The Spider's Web,
by our amazing readers ..... pg. 61

Mike Lackey
assistant editor

Danny Fingeroth
editor

Tom DeFalco
editor in chief

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

BROOKLYN: THE "THRILL WORLD" AMUSEMENT PARK, CLOSED FOR THE SEASON. A COLD WIND SNAPS BANNERS AND SENDS DEBRIS SKITTERING -- HINTS OF A TEMPEST DRAWING NEAR.

WHILE IN A STORAGE BUNKER **BELOW** THE DESERTED GROUNDS, A STORM OF A DIFFERENT SORT HAS ALREADY **ARRIVED!**

RICHARD AND MARY PARKER, THE PARENTS OF ***PETER PARKER*** -- NO MORE! FOR NOW...

...YOU BELONG TO **US!**

The BRIDE of VENOM

DAVID MICHELINIE — WRITER
MARK BAGLEY — PENCILLER
RANDY EMBERLIN — INKER
BOB SHAREN — COLORIST
STARKINGS & PARKER — LETTERERS
DANNY FINGEROTH — EDITOR
TOM DeFALCO — CHIEF

PLEASE! I-I DON'T WANT TO *DIE*--!

HUSH, SWEET LADY! Shhh!

YOU'VE BEEN RESTRAINED FOR YOUR OWN *SAFETY*, SO THAT YOU WON'T *HARM* YOURSELF! BUT REST ASSURED--

--*WE* WILL PROTECT YOU FROM THAT WEB-SLINGING *MONSTER!*

I DON'T UNDERSTAND! WHY WOULD YOU THINK *WE'D* HAVE ANYTHING TO DO WITH *SPIDER-MAN?*

YOU MEAN... HE DIDN'T *TELL* YOU?!

YOU DON'T *KNOW* THAT HE'S--

--*NO!*

WE WON'T TELL YOU, EITHER!

IT WOULD ONLY BREAK YOUR HEARTS!

AND YOUR *INNOCENCE*, ABOVE ALL ELSE, IS WHAT WE'VE SWORN TO PRESERVE!

HE... HE'S *MAD!*

I LOVE YOU, RICHARD! NO MATTER *WHAT* HAPPENS..!

MANHATTAN.

I *HATE* THIS!

I GET MY PARENTS BACK AFTER THINKING THEY'RE *DEAD* FOR TWO DECADES --

--ONLY TO HAVE THEM KIDNAPPED BY *VENOM**, MY WORST ENEMY!

DAILY BUGLE

MAYBE I'LL HAVE BETTER LUCK AS *PETER PARKER!*

THEY COULD BE *ANYWHERE*, AND I DON'T HAVE THE SLIGHTEST IDEA WHERE TO START LOOKING!

* *LAST ISSUE.* --DANNY

IF NOTHING ELSE, I'LL GET TO WEAR CLOTHES VENOM HASN'T *SHREDDED* YET!

AT LEAST THEY'RE HERE WHERE I LEFT 'EM, IN MY HANDY WEB PACK.

SOON, IN THE EDITORIAL OFFICES OF THE DAILY BUGLE...

I'LL GO THROUGH THE "*MORGUE*" FILES, LEARN EVERYTHING I CAN ABOUT *EDDIE BROCK* BEFORE HE *BECAME* VENOM --

-- AND HOPE THAT'LL GIVE ME A *CLUE!*

EXIT

AT LEAST I WON'T HAVE TO WORRY ABOUT *JONAH* HASSLING ME FOR NEWS PHOTOS -- HIS DOOR'S CLOSED! GUESS HE'S WORKING ON SOMETHING --

J.J. JAMESON PUBLISH

"--SENSITIVE!"

DON'T GIVE ME THAT DIPLOMATIC *HOGWASH*, YOU OVERPAID SNOB!

I WON'T TALK TO SOME PRISSY PREP SCHOOL UNDER-LING! YOU PUT *SILVER SABLE* HERSELF ON THE LINE --

--*RIGHT NOW!*

THE SYMKARIAN EMBASSY, LOWER MANHATTAN.

THAT'S ALL RIGHT, UNCLE MORTY. I'LL TAKE IT.

HEAR THIS, JAMESON: I DON'T HAVE TIME TO PROVIDE YOU WITH HOURLY REPORTS! YOU CONTRACTED WITH *SILVER SABLE INTERNATIONAL* TO HIRE THE *WILD PACK*, AND THEY'RE ON THE JOB...

...*YOU'LL HEAR FROM ME WHEN THEY'RE FINISHED!* = CLICK =

WHY, THAT *ARROGANT, ICE-BLOODED --!*

EASY, BOY. SABLE'S A PAIN, BUT IF HER OPERATIVES DO WHAT THEY'RE *SUPPOSED* TO, *THE BUGLE* WILL HAVE THE STORY OF THE *YEAR!*

SEVERAL HOURS LATER, AT A 34TH STREET HIGH-RISE...

THAT'S RIGHT, MS. WEYING --

-- THERE'S A YOUNG MAN TO SEE YOU. SAYS HE'S FROM THE *DAILY BUGLE.*

YOU KNOW MY POLICY, CARLTON; NO REPORTERS -- *EVER!*

SORRY, SON. I CAN'T LET YOU GO UP.

I UNDER-STAND. THANKS.

I CAME ACROSS A DATASHEET ON *ANNE WEYING* IN THE EDDIE BROCK SECTION OF THE *BUGLE* FILES!

SHE'S PRAC-TICED LAW UNDER THAT NAME FOR YEARS --

-- BUT SHE *USED* TO BE *"ANNE BROCK!"*

I CAN SEE WHY SHE AVOIDS THE PRESS -- SHE MUST BE *SICK* OF REPORTERS WANTING TO INTER-VIEW *"VENOM'S EX-WIFE."*

BUT WHILE I HATE COMPROMISING HER PRIVACY, I JUST *HAVE* TO TALK TO HER -- ONE WAY...

...OR *ANOTHER!*

IN A PENTHOUSE HIGH ABOVE.

Hmm, *"BROWN VS QUAYLE."* YES, THAT SHOULD PROVIDE SUITABLE PRECEDENT FOR --

EEP!

I'M SORRY IF I STARTLED YOU! A-AND I'M REALLY SORRY TO SCALE THE WALL AND BREAK IN LIKE THIS! BUT --

GET OUT!

I'LL CALL THE POLICE!

I CAN'T LEAVE -- *LIVES* ARE AT STAKE!

LIVES IN THE HANDS OF YOUR *EX-HUSBAND!* PLEASE...

...HELP ME *SAVE* THOSE LIVES?

I--I... DON'T...

...ALL RIGHT.

I'LL *LISTEN.*

SHE DOES; AND THEN, AS IF IN REACTION TO HER RESURRECTED PAST... SHE BEGINS TO **SPEAK.**

NO ONE EXPECTS DIVORCE; IT'S NOT SOMETHING YOU PLAN FOR, LIKE BIRTHDAYS, OR GRADUATIONS.

BUT **LOVE** CAN BLIND YOU EVEN IF YOUR EYES ARE WIDE OPEN. AND MAKE NO MISTAKE--

--EDDIE AND I **WERE** IN LOVE!

"HE WAS SMART, WITTY, WITH A BOYISH CHARM THAT SWEPT ME OFF MY FEET!

"IT WAS A SIDE HE USUALLY KEPT HIDDEN, ESPECIALLY FROM HIS **FATHER.** CARL BROCK HAD LITTLE USE FOR THE FRIVOLOUS...

"... OR FOR **EDDIE,** SADLY ENOUGH.

"I THINK THAT'S WHY EDDIE WORKED SO HARD TO BE A STAR REPORTER-- AND WHY HE WAS **CRUSHED** WHEN HIS CAREER WAS DESTROYED IN A SCANDAL.

DAILY BUGLE

HOAX!!

GLOBE REPORTER BROCK FIRED

"THAT SEEMED TO BE THE FINAL WEDGE BETWEEN FATHER AND SON; DISINTEREST BECAME EMBARRASSMENT... AND FOR EDDIE, SHAME.

"A PART OF EDDIE DIED THEN, AND WAS REPLACED BY SOMETHING A LITTLE... MAD."

THE **BOY** WAS GONE.

BUT I STILL REMEMBER...

... HOW HIS EYES USED TO SHINE WHEN HE'D TAKE ME TO A FAIR, OR AN AMUSEMENT PARK. "THRILL WORLD" WAS HIS FAVORITE.

FUNNY... I DON'T THINK I'VE EVER TOLD ANYONE THAT BEFORE.

THANKS, ANNE. YOU'VE MADE A DIFFERENCE!

HAVE I? OLD MEMORIES RAISE OLD *QUESTIONS.*

DID I REALLY DO EVERYTHING I COULD TO HELP EDDIE? *EVERY-THING?*

IS THERE ANYTHING I COULD DO... *NOW?*

MOMENTS LATER...

TAXI!

PERCH THREE TO EAGLE'S ROOST! DOVE'S TAKING FLIGHT!

WILL PURSUE AND ADVISE!

TAXI

BETTER LOCK AND LOAD, GENTS! I'VE GOT A FEELING WE'RE ABOUT TO BE LED RIGHT TO THE *TARGET!*

THRILL WORLD: WHERE A WET, HEAVY SNOW BEGINS TO FALL...

I COULD BE WASTING MY TIME.

BUT THIS *FEELS* RIGHT. IF THIS PARK IS LINKED TO EDDIE'S OBSESSION WITH HIS CHILDHOOD, AND HIS PARENTS--

-- IT SEEMS LOGICAL THAT HE MIGHT BRING *MY* PARENTS HERE!

GUESS I'LL KNOW SOON ENOUGH...!

MY "OTHER" TELLS ME WE HAVE A VISITOR.

PERHAPS IT WAS INEVITABLE.

BUT REST EASY, AND DON'T WORRY.

IT WILL ALL BE OVER SOON...!

RICHARD! W-WE'VE GOT TO GET *AWAY--!*

I KNOW! IF I CAN JUST... PICK UP A PIECE... OF THAT *MIRROR**...!

* BROKEN BY VENOM LAST ISSUE, --DANNY

GOT IT! AND THE WEBBING HE TIED US WITH SEEMED *STRONGER* WHEN IT WAS FRESH! THE GLASS IS CUTTING IT EASILY!

WHILE ABOVE...

WIND'S CUTTING LIKE A BLADE! MAYBE I SHOULD--

--HUH? LIGHTS COMING ON! AND RIDES STARTING UP? BUT WHO--?

NO. I *KNOW* WHO! OOO

YOU USUALLY RUN FROM US.

NOT THIS TIME, BROCK! BUT IF YOU'VE HARMED MY MOM AND DAD, YOU'LL WISH I *HAD* RUN!

HOW SILLY. WE DON'T WANT TO *HURT* THEM; WE WANT TO *PROTECT* THEM--

--FROM *YOU!*

WHAT?!

WE WERE INNOCENT ONCE, AS BLAMELESS AS YOUR DEAR PARENTS--

--UNTIL YOUR MEDDLING *RUINED* THE MAN WE USED TO BE!

AS LONG AS RICHARD AND MARY WERE IN THAT RUSSIAN PRISON, THEY WERE *SAFE* FROM YOUR CORRUPTING INFLUENCE!

BUT NOW, IT'S UP TO US TO *KEEP* THEM PURE!

AND THE BEST WAY TO ASSURE *THAT* IS TO SEE THAT YOU DON'T *LIVE* LONG ENOUGH TO--

=GASP=

HNH?

WHO *DARES*--?

ANNIE?

HI, BABE!

YA LOOK *GREAT!*

I-IS THAT *YOU?*

EDDIE, I...I-I'M SORRY I LOOK STARTLED

I-IT'S JUST THAT THIS IS THE FIRST TIME I'VE SEEN WHAT...WHAT YOU...

...WELL, IT JUST CAME AS SOME-THING OF A *SURPRISE!*

THRILL WORLD

YES, WE'RE...NOT WHAT WE *USED* TO BE.

YOU'RE WHAT YOU *CHOSE* TO BE, EDDIE! BUT YOU DON'T HAVE TO *STAY* THAT WAY!

YOU CAN BE ANYTHING YOU *WANT!* IT'S ALL UP TO *YOU!*

THOSE PEOPLE SPIDER-MAN SAID YOU KIDNAPPED-- WHY DON'T YOU LET THEM GO? THAT COULD BE A *START.*

MAYBE EVEN A NEW START... FOR *US.*

B-BUT WE...WE CAN'T...

...I...

AAAAGH!

BKRAK

A SONIC ATTACK! FROM *BEHIND--!*

AN' THERE'S A BUCKETLOAD MORE WHERE *THAT* CAME FROM!

WE'RE THE *WILD PACK*, GRUESOME! WE BEEN HIRED TA BRING Y'ALL IN!

AND THAT'S EXACTLY WHAT WE'RE GOING TO *DO*!

HOPE YA DON'T COME ALONG *QUIETLY*...!

YOU DID THIS!

YOU EVEN CORRUPTED *ANNIE*, MADE HER TRICK US INTO LETTING OUR GUARD DOWN!

WE'LL SUCK THE MARROW FROM YOUR TINIEST BONES--!

HEY, *I* D-DIDN'T KNOW ABOUT--

--HYRRK!

CAUGHT ME SOLID! I GOT DISTRACTED BY THE PACK...

UNH!

I'M IN TROUBLE! HE WANTS ME DEAD--

BUT HE WANTS ME HURT FIRST!

PROBABLY WHY HE DIDN'T KILL ME AT THAT DEPARTMENT STORE! *

WANTED ME TO SUFFER, KNOWING HE HAD MY FOLKS!

* LAST ISSUE. --D.

BACK OFF!

THE SONIC GUN HAS HIM CONFUSED! END IT NOW, BATTLESTAR!

OH, DEAR! IS THIS WHERE I SAY "OUCH"?

BATTLESTAR! MOVE! YOU'RE IN MY LINE OF FIRE!

THEN WHY DON'T YOU *STOP* FIRING AND TELL ME WHAT THE HECK THIS IS ALL ABOUT?!

WE'RE TO BRING VENOM TO THE *DAILY BUGLE*, TO PROVIDE AN EXCLUSIVE STORY FOR THAT PUBLICATION!

NOW GIVE ME BACK MY WEAPON!

JONAH HIRED THESE GUYS? AND--OH, MAN! TALK ABOUT ADDING INSULT TO INJURY! THERE'S *LANCE BANNON!*

JONAH DIDN'T EVEN ASSIGN *ME* TO TAKE THE *PHOTOS!* I--

--UH-OH! *SPIDER-SENSE!*

DANGER!

POWELL, YOU IMBECILE! YOU HIT THE SONIC GUN!

CHAKACHA

KACHOW

AW, SHOOT, DARLIN'! AH ONLY WANTED TA SCARE THE WEB-GUY OFF!

THEN MAYBE THE "WEB-GUY" SHOULD RETURN THE FAVOR!

WHUD

A DOOR! HURRY, MARY! WE SHOULD BE...

...SAFE...

"...NOW?"

BLOK

CHARUNK

NICE PUNCH, SLICK! I GUESS WHEN YOU'RE HOT--

--YOU'RE REEEAL HOT!

FWOOOSH

AND WHEN YOU'RE NOT...!

UH... OH.

DROP HIM, OR I'LL SPLATTER YOU OVER HALF THIS PARK!

I SAID LET HIM GO!

OHHHH...

...OKAY!

=HRNF=

=WHNGG=

CAREFUL WHAT YOU WISH FOR -- eh?

H-HELP! PLEASE!

OH, NO! NO!

THE PARKERS --LOOSE?

A-AND SURROUNDED BY FIRE, ONE OF THE FEW THINGS THAT CAN HURT US!

PERHAPS... EVEN KILL US!

WE CAN'T... W-WE JUST CAN'T--!

WE MUST!

SO HOT! L-LIKE THE TONGUES OF A DEMON!

TO US, DEAR PEOPLE! QUICKLY!

HOLD TIGHT!

WE PROMISED NOTHING WOULD HARM YOU!

TAKE CARE OF THEM, ANNIE! WE'LL BE BACK SOON!

BUT RIGHT NOW, THERE'S SOMETHING WE HAVE TO... DEVOUR!

STAY OUT OF THIS, SPIDER-MAN!

WE DON'T WANT TO HURT YOU!

DON'T WORRY-- YOU WON'T!

SO MUCH FOR THE WILD PACK!

NOW, HOW DO I FIND VENOM?

UNNHN...

KRA-KAM-M!

WHAGGH!

KAKASH

OOOOOOOKAY! NOW--

--HOW DO I GET *RID* OF HIM?

PLEASE! GET THESE PEOPLE TO SHELTER! THEY'RE *FREEZING*!

BUT WHAT'RE *YOU* GONNA DO?

I...I DON'T KNOW.

OH, MAN! I'D GIVE MY LEFT PINKY AND EVERY CENT I'LL EVER EARN IF VENOM WOULD JUST GO AWAY!

WHAM

BUT IT LOOKS LIKE IT'S UP TO ME--

THWIP

SPLAT

-- TO MAKE HIM GO AWAY!

WHRUNGK

KREEEEEG

THERE'S NO REASONING WITH YOU, VENOM!

YOU SEE WHAT YOU WANT TO SEE!

SO IF THE ONLY WAY TO GET YOU OFF MY BACK IS TO TAKE YOU DOWN FOR THE COUNT--

-- THEN THAT'S JUST WHAT I'M GOING TO DO!

*

THUD

CA...C-CAN'T... BREATHE! H-HEAD'S... SPINNING...!

AWWWW, DID WE BWEAK DA IDDY-BIDDY SPIDER?

KRONCH

GOOOOOOD!

C-CAN BARELY... MOVE! N-NO... AIR... LEFT...!

G-GOT TO... FIGHT...! GOT... G-GOT TO...

MOM...?

AAAAAAAGGGHH!

POWELL'S AN IDIOT! DIDN'T EVEN CHECK TO SEE IF THE SONIC GUN STILL WORKED!

BUT I'M GOING TO WORK IT TILL THIS MANIAC CAN'T EVEN TWITCH!

AFTER ALL, OUR CONTRACT DOES STIPULATE --

-- "DEAD OR ALIVE!"

THWAK

IKE

I...I NEVER HIT ANYONE BEFORE! B-BUT, I COULDN'T JUST LET HIM KILL YOU!

THANKS, ANNIE! YOU'RE AN ANGEL! NOW...

...WHERE WERE WE?

I DON'T BELIEVE IT! I-I DEFENDED YOU-- JUST SO YOU COULD KILL SOMEONE?!

I--I'VE GOT TO STOP IT! GET SOME HELP..!

KRRRRRRR...

RRAK

FRAME SUPPORTS, DAMAGED IN THE FIGHT! THE RIDE'S GOING TO--

"--FALL!"

OH--

--NO!

ANNIIIIEEEE!

=HNGH= SLOWED IT... BUT IT'S STILL DROPPING!

SOUND WEAKENED MY "OTHER"!.. AND I'M NOT STRONG ENOUGH ON MY OWN!

I...I-I CAN'T SAVE YOU...!

THEN MAYBE WE CAN!

PUSH, EDDIE! GIVE IT ALL YOU'VE GOT! TOGETHER NOW--

PUSH!

AAAAAAYAAA!

ANNIE! ARE YOU OKAY?

YEAH, I... I THINK SO. S-SURE.

WONDERFUL! BECAUSE ALL THAT EXERCISE HAS GIVEN US QUITE AN APPETITE!

BLAST IT, EDDIE, THEY SAY YOU'RE CRAZY, BUT YOU'VE NEVER BEEN STUPID!

DON'T YOU SEE WHAT SPIDER-MAN JUST DID?

HE...HE SAVED... AN INNOCENT LIFE?

JUST LIKE HE ALWAYS DOES, EDDIE! JUST LIKE...

...YOU DO!

SO IF WE KILLED HIM NOW, ALL THE INNOCENTS HE MIGHT SAVE IN THE FUTURE--

-- WOULD DIE!

THANK YOU, ANNIE. WE WERE BLIND.

BUT NOW WE SEE.

ALL RIGHT, SPIDER-MAN--

--LET'S MAKE A DEAL!

YOU DON'T COME AFTER US--WE WON'T COME AFTER YOU!

FAIR ENOUGH?

CAN I LIVE WITH THAT? FOR ME...FOR MY FAMILY... TO BE FREE OF VENOM... FOREVER?

ALL...ALL RIGHT. DONE!

--WE CAN ALMOST TASTE IT!

SHLUUUPP

--CAN I REALLY LET A MURDERER, A MANIAC, GO SCOT-FREE?

SPANG

AH, "PARTING IS SUCH SWEET SORROW"! SO SWEET--

PLIP

WHAT'S THAT YOU SAY? WE HAVE A PASSENGER?

I--I PROMISED! BUT--

AH-AH-AH! FIRST CLASS ONLY!

AFTER ALL THIS TIME... ALL THE PAIN, THE FEAR... HE'S **GONE.**

I SHOULD BE JUBILANT-- I'VE GOT MY **LIFE** BACK! SO HOW COME I JUST FEEL...

...empty?

AFTER MIDNIGHT, AT THE SNUG SOHO LOFT OF MARY JANE AND PETER PARKER...

YOU'VE BEEN ON THE PHONE FOR **HOURS**, HON! IS EVERYTHING OKAY?

MOSTLY. **AUNT MAY** SAYS MOM AND DAD ARE SLEEPING-- THE DOCTOR GAVE THEM A CLEAN BILL OF HEALTH. AND **ANNE WEYING** SEEMS TO BE COPING WELL.

ON THE OTHER HAND, THAT **S.W.A.T.** 'COPTER WAS JUST FOUND IN WESTERN PENNSYLVANIA!

THE PILOT WASN'T HURT, BUT **VENOM** WAS NOWHERE AROUND!

OH, LORD! Y-YOU DON'T THINK--?

I DON'T **KNOW.** VENOM **SWORE** HE WOULDN'T COME AFTER ME AGAIN. BUT, CAN I REALLY TRUST THE WORD...

...OF A **MADMAN?**

*TIME WILL TELL! BUT IF YOU CAN'T **WAIT**, FIND THE ANSWER IN **VENOM'S** VERY FIRST LIMITED SERIES -- **LETHAL PROTECTOR**-- ON SALE NOW!*

*AND IF THAT'S NOT ENOUGH, BE HERE NEXT ISSUE WHEN **CARDIAC** SQUARES OFF AGAINST **STYX & STONE**-- WITH **SPIDEY** CAUGHT IN THE MIDDLE! (HEY, YOU DIDN'T THINK WE WERE GONNA LET YOU CATCH YOUR BREATH, DIDJA?)*

BENEATH HIS MIRRORED LENS, **TEARS** SEAR THE EYES OF THE AMAZING **SPIDER-MAN** AS HE VIEWS THE **FLAMING DEBRIS** WHICH LITTERS THE DOCK BENEATH HIM...

TEARS OF AN INNOCENCE LONG LOST...

TEARS WHICH COULD ONLY BE SHED FOR...

"TRUE FRIENDS!"

I'VE BEEN SEARCHING FOR THE ***HUMAN TORCH*** EVER SINCE I HEARD THAT HE HAD ACCIDENTALLY SET FIRE TO ***EMPIRE STATE UNIVERSITY!***

I...I WAS HOPING THAT I COULD HELP HIM... BUT IT LOOKS LIKE I'M ALREADY ***TOO LATE!***

A TALE OF THE **WEB-SWINGER** WHICH DIRECTLY FOLLOWS THE EVENTS OF **FANTASTIC FOUR #373**
PRESENTED BY **STAN LEE**
WRITTEN BY **TOM DEFALCO**
PENCILED BY **PATRICK OLLIFFE**
INKED BY **MARK MCKENNA**
LETTERED BY **DAVE SHARPE**
COLORED BY **R. WITTERSTAETTER**
EDITED BY **DANNY FINGEROTH**

OL' FLAMEFACE IS IN *SERIOUS* TROUBLE! THE ENTIRE CITY HAS *MOBILIZED* AGAINST HIM... AND THAT INCLUDES *SILVER SABLE* AND HER *WILD PACK!*

LOOK AT YOU--! DEFEATED BY A *SINGLE* FOE!

YEAH, BUT *JOHNNY STORM* IS A MEMBER OF THE *FANTASTIC FOUR* AND--

EXCUSES ARE THE REFUGE OF THE *INCOMPETENT* AND *INEFFECTIVE*, BATTLESTAR!

YOU PEOPLE ARE *SUPPOSED* TO BE HIGHLY TRAINED *PROFESSIONALS!*

I EXPECT BETTER *RESULTS!* YOU AREN'T PAID TO *FAIL!*

WHEW! SABLE'S ABOUT SMOOTH AS JOLLY *J. JONAH JAMESON* WHEN IT COMES TO EMPLOYEE RELATIONS!

EASE UP, LADY! YOUR CREW MAY BE TOP DRAWER, BUT THE *TORCH* IS IN A LEAGUE OF HIS OWN!

DOES THIS MEAN I CAN COUNT ON *YOUR* SUPPORT?

SHE WANTS TO *HIRE* ME, BUT... *HOW*... HOW CAN I TURN *AGAINST* THE TORCH?!

AND YET... SOMEONE COULD GET *HURT*... OR *WORSE*... IF HE ISN'T STOPPED!

WHERE ARE YOU GOING?

I NEED TO *THINK!* I STILL HAVE TO SORT OUT MY *LOYALTIES!*

I JUST KNOW THAT THE TIME HAS COME TO CALL OUT THE *BIG GUNS*... THE *REALLY* **BIG** GUNS!

I REALLY *FEEL* FOR THE TORCH! I KNOW WHAT IT MEANS TO BE THE *OUTSIDER*-- TO BE *HUNTED* AND *FEARED*!

BUT I'VE GOT TO *FIND* HIM-- AND CONVINCE HIM TO *SURRENDER* TO THE AUTHORITIES-- FOR HIS OWN GOOD!

CONSIDERING WHAT'S HAPPENED, SABLE AND HER CREW WON'T HESITATE TO USE *ANY MEANS* NECESSARY TO SUBDUE HIM!

"BUT THE FF DIDN'T GET THEIR REPUTATION AS THE WORLD'S GREATEST FIGHTING TEAM BECAUSE THEY WON IT IN A *LOTTERY*...

WHA--?! A PLEXIGLASS CAGE! DROPPED FROM THE CEILING!

S'FUNNY, THIS WHOLE THING REMINDS ME OF THE FIRST TIME *I* FOUGHT THE TORCH!

I THOUGHT I COULD MAKE SOME MONEY BY *JOINING* THE FANTASTIC FOUR SO...

THEY'LL BE REAL *IMPRESSED* WHEN THEY SEE HOW *EASILY* I CAN BREAK INTO THEIR SKYSCRAPER HEADQUARTERS!

"UNFORTUNATELY, I WAS STILL GETTING USED TO MY *POWERS* IN THOSE DAYS, AND COULDN'T RESIST *SHOWING-OFF*...

THIS GIZMO MAY KEEP OUT THE *RIFFRAFF* BUT IT'S A *JOKE* TO ME!

THAT DEVICE COSTS *THOUSANDS*! IF YOU WRECK IT!

DON'T WORRY, RUBBER-FACE! THIS SQUIRT'S GONNA BE TAUGHT SOME *MANNERS* RIGHT *NOW*!

OWW! YA BIG APE-- WHO DO YOU THINK YOU'RE PUSHING AROUND?

"I COULDN'T REALLY BLAME THE *THING* FOR LAYING INTO ME! I HAD ALL THE *ARROGANCE* OF YOUTH... AND A *BIG MOUTH* TO MATCH! LUCKY FOR ME HE *PULLED* HIS PUNCH ON ACCOUNT OF MY SIZE!

"EVEN MR. FANTASTIC WENT EASY ON ME...

NOW HOLD IT, SON! WE DON'T WANT TO FIGHT ANY STRANGERS-- AT LEAST, NOT TILL WE KNOW WHAT WE'RE FIGHTING ABOUT!

THWIPP

WHO'S FIGHTING? JUST CONSIDER THIS A LITTLE EXHIBITION!

"THAT'S ABOUT WHEN MY SPIDER-SENSE KICKED IN...

DANGER BEHIND ME! HAVE TO MOVE FAST!

"IT WAS THE INVISIBLE WOMAN, BUT I MANAGED TO CATCH HER LASSO... AND GIVE HER A REAL SPIN FOR HER MONEY!

"I WAS REALLY STARTING TO FEEL COCKY, BUT THEN...

THE PARTY'S OVER YOU ANIMATED INSECT! I'LL SETTLE YOU NOW!

THE TORCH! HE'S GOT ME IN A CIRCLE OF FLAME!

"I'LL NEVER FORGET HOW CASUALLY, HOW EFFORTLESSLY, HE GLIDED ACROSS THE ROOM... LIKE I WAS BARELY WORTH THE EFFORT!

"HE WAS SO SMUG, SO SUPREMELY SELF-CONFIDENT... THAT I INSTANTLY KNEW IT WOULD BE MY LIFE'S MISSION TO TAKE HIM DOWN A FEW PEGS!

"USING MY SPIDER-LIKE AGILITY, I EASILY LEAPED OVER HIS CHILDISH TRAP...

"BUT THEN, EVEN BEFORE I COULD LAUNCH MY OWN ATTACK--!

HERE, YOU OVERSIZED JUMPING BEAN... IF YOU LIKE THAT CEILING SO MUCH, YOU CAN HAVE A HUNK OF IT... WITH MY COMPLIMENTS!

"THAT'S WHEN I FIRST BEGAN TO REALIZE THE TRUE POWER OF THE HUMAN TORCH... AND REALLY STARTED TO WISH THAT I HAD QUIT WHILE I WAS AHEAD!

"BUT, OF COURSE, I STILL HAD A CERTAIN WISE-CRACKING, WEB-SPINNING *DIGNITY* TO MAINTAIN!

I CAN KEEP THIS UP AS LONG AS *YOU* CAN, JUNIOR!

AND I GOT *NEWS* FOR YOU... YOU'RE A CRUMMY PITCHER!

WHEW! JOHNNY AND I WERE PRETTY *WILD* IN THOSE DAYS, BUT LIFE SEEMED SO *SIMPLE* THEN...

"ASIDE FROM THE *FANTASTIC FOUR*, I STILL HADN'T FOUGHT ANYONE WHO COULD *DEFEAT* ME... BUT THEN I MET *DOCTOR OCTOPUS*... AND RECEIVED THE *SHOCK* OF MY LIFE!

I'M *HELPLESS!* CAN'T FIGHT ALL THOSE *ARMS* AT ONCE!

WHERE ARE YOUR BRAVE WORDS AND TAUNTS *NOW*, SPIDER-MAN?

YOU'RE NO THREAT TO *ME!*

"TO ADD TO MY HUMILIATION, *OCK* TOSSED ME *AWAY* LIKE A SACK OF RANCID GARBAGE!

WHAT DO I DO *NOW?* IS THIS THE END OF *SPIDER-MAN?*

"I HAD NEVER *LOST* BEFORE, AND DIDN'T KNOW *HOW* TO HANDLE IT!

"BUT, THAT'S WHEN I LEARNED THAT THE *TORCH* WAS GIVING A TALK AT MY SCHOOL...

"AFTER A FEW FLAMING JOKES, HE LAUNCHED INTO A *SPEECH*... AND *WHAT* A SPEECH IT WAS!

"HE WAS RIGHT! I NEVER HAD A *CHANCE!*

"I MAY HAVE FORGOTTEN HIS EXACT WORDS, BUT I'LL ALWAYS REMEMBER HOW THEY *INSPIRED* ME TO KEEP *FIGHTING*... NO MATTER HOW THE ODDS *STACKED* UP!

YEAH! I OWE JOHNNY STORM! I MIGHT HAVE GIVEN UP BEING SPIDER-MAN IF NOT FOR HIM!

THE HUMAN TORCH AND I MAY NOT HAVE BEEN THE CLOSEST OF FRIENDS OVER THE YEARS!

WE'VE PROBABLY FOUGHT AGAINST EACH OTHER AS MANY TIMES AS WE'VE TEAMED UP!

BUT WE ALWAYS SEEM TO RESOLVE OUR DIFFERENCES! WE ALWAYS MANAGE TO COME THROUGH FOR EACH OTHER... IN GOOD TIMES AND BAD!

OF COURSE, OL' FLAME BRAIN NEVER SET FIRE TO A *UNIVERSITY* BEFORE, OR FLED FROM THE *POLICE!*

HE'S IN *SERIOUS* TROUBLE, AND IT'S ONLY GOING TO GET *WORSE* THE LONGER HE'S ON THE *RUN!*

WHAT SHOULD I DO? *HOW* CAN I POSSIBLY HELP HIM NOW?

SOMETHING TELLS ME THAT NO *SPEECH*, NO MATTER HOW *PERSUASIVE*, WILL CONVINCE JOHNNY TO *YIELD* TO THE AUTHORITIES... AND THAT'S HIS *ONLY* HOPE!

IT ALL SEEMS SO *HOPELESS*... BUT I... I *CAN'T*... I *WON'T* TURN MY BACK ON HIM!

FOR THE SAKE OF OUR FRIENDSHIP, I'VE GOT TO DO THE *RIGHT* THING BY HIM!

I'LL FORCE THE TORCH TO SURRENDER, IF NECESSARY!

EVEN IF IT MEANS *BEATING* HIM INTO *SUBMISSION!*

EVEN IF IT MEANS HE'LL END UP *HATING ME!*

JOHNNY NEEDS ME MORE THAN *EVER!* I CAN'T *FAIL* HIM! BUT THIS *WON'T* BE EASY!

I COULD USE SOME *MAJOR LEAGUE* ASSISTANCE, AND I KNOW EXACTLY *WHERE* TO GO FOR IT... THE SANCTUM SANCTORUM OF *DOCTOR STRANGE!*

TO BE CONTINUED IN *FANTASTIC FOUR #374!*

THE MONSTER WITHIN

STAN LEE PRESENTS A MAJOR TURNING POINT IN THE LIFE OF JOHN JAMESON!

IN HIS ILLUSTRIOUS CAREER AS THE PUBLISHER OF THE DAILY BUGLE, J. JONAH JAMESON HAS WAGED MANY A CRUSADE FOR WHAT HE BELIEVED WAS RIGHT--

--FOR THE GOOD OF THE PEOPLE.

BUT NONE HAVE BEEN AS DIFFICULT AS THE ONE HE WAGES TODAY--FOR THE HEART AND MIND OF ONE PERSON, ONE MAN.

HIS SON. JOHN JAMESON.

BUT WHY WON'T YOU DO IT?

THIS COULD BE THE START OF A WHOLE NEW *LIFE* FOR YOU. IT'S FOR YOUR OWN *GOOD*.

CALL BANKO! 555-2970 —R.R.

ERIC FEIN- *WRITER*
DAN PANOSIAN- *ARTIST*
JOE ROSEN- *LETTERER*
TOM SMITH- *COLORIST*
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TOM DEFALCO- *EDITOR IN CHIEF*

YOU MEAN *YOUR* GOOD. *MY* FEELINGS DON'T COUNT.

YOU'VE ALWAYS HELD ME UP TO THE WORLD LIKE A PRIZE *TROPHY*. AND LIKE A *FOOL* I WENT ALONG WITH IT.

BUT *NO MORE*.

I WAS *PROUD* OF YOU. AND STILL *AM*. I JUST DON'T UNDERSTAND WHAT'S *HAPPENED* TO YOU--!

YOU WERE A FINE *ASTRONAUT*. A *HERO* TO MILLIONS.

AND *NOW* LOOK AT YOU. A GLORIFIED *CHAUFFEUR* FOR THAT OVERGROWN BOY SCOUT, *CAPTAIN AMERICA*--!

I *WAS*. I *QUIT*.

ALL THE MORE REASON FOR YOU TO *ACCEPT* MY OFFER.

AT LEAST FOR A SHORT TI-- WHAT *IS* IT, MS. *GRANT*?

SORRY TO INTERRUPT, JONAH, BUT *ROBBIE* NEEDS TO KNOW IF YOUR CHOICE FOR *SPECIAL CORRESPONDENT* FOR THE *ROCKET LAUNCH* HAS ACCEPTED.

WELL...?

ALL RIGHT. I'LL DO IT. JUST THIS *ONCE*.

YOU WON'T *REGRET* THIS, SON.

GOOD.

THE NEXT MORNING.

THE ONE-MAN SHUTTLE -- CARRYING CHEMICALS FOR SPACE EXPERIMENTATION -- STANDS MAJESTICALLY ON THE LAUNCH PAD.

ANTICIPATION AND ANXIETY FILL THE AIR FOR BOTH THE PARTICIPANTS AND THE SPECTATORS.

THIS IS A MISTAKE. I DON'T KNOW THE FIRST *THING* ABOUT REPORTING.

PRESS

THAT SHOULD *BE* ME DOWN THERE, NOT *JAKE AUSTIN.*

EASY, JOHN. YOU'RE STARTING TO SOUND LIKE YOUR FATHER.

HOORAH

MY TIME IN THE SPOTLIGHT IS *PAST.* A *LIFETIME* AGO.

DAD WAS SO PROUD. THE WORLD WAS *MINE* FOR THE TAKING.

"MY CAPSULE MALFUNCTIONED. IF IT WASN'T FOR *SPIDER-MAN,* I WOULD HAVE *DIED* THAT DAY.

"--THEN EVERYTHING WENT *WRONG.*

"HE SAVED ME *DESPITE* MY FATHER'S HATRED OF HIM."

"IN THE BLINK OF AN EYE I WENT FROM SUCCESS TO *FAILURE.*

"AND WHEN I TRIED TO *REDEEM* MYSELF BY TAKING ON A HIGH RISK SPACE MISSION, I FOUND MYSELF CURSED BY A *MOON-GEM*--

"--BECOMING THE *MAN-WOLF.*

"AGAIN, IT WAS *SPIDER-MAN* WHO SAVED ME. HEALED ME."

I'VE SPENT MY TIME SINCE THEN LIVING A *LIE.* *AFRAID* TO TAKE RISKS. REFUSING TO FOLLOW MY *HEART.*

ATTENTION. THE *COUNT-DOWN* HAS BEGUN...

10 9 8 7 6 5

CONTROL, THIS IS *AUSTIN.* I HAVE A *FAULT* IN MY *NUMBER TWO ENGINE.* I RE-PEAT: *ENGINE MALFUNCTION!*

I AM ENACT-ING ABORT PROCEDURES-- OH, *NO!*

BOOOM

EVACUATE BASE! ALL *EMERGENCY SQUADS* TO *LAUNCH PAD.*

NOT AGAIN! I'VE GOT TO DO SOME-THING.

MOVE IT! HOSE DOWN THOSE FUEL TANKS!

RESCUE

LOOK!

JOHNSON

THROUGH THE STENCH AND THE SMOKE HE STAGGERS --

--A FEW MOMENTS AGO HE WAS JUST A MAN--

--BUT NOW, HE'S A MONSTER. RAW AND ANGRY.

E-EASY, BUDDY. Y-YOU'LL BE ALL RIGHT--

WHACK

UNGH.

HALT! ONLY AUTHORIZED PERSONNEL BEYOND THIS POINT.

MP

I CAN HELP.

TAKE A HIKE.

SURE.

HEY!

I CAN'T BELIEVE I'M DOING THIS--BUT I JUST CAN'T STAND BY AND WATCH ANOTHER LIFE DESTROYED.

HOLD YOUR FIRE!

WHATEVER CHEMICALS THE SHUTTLE WAS CARRYING MUST HAVE *EXPLODED* ALL OVER HIM--

--*TRANSFORMED* HIM SOMEHOW.

HE'S GOT TO BE IN A *TREMENDOUS* AMOUNT OF PAIN. NOT TO MENTION *TOTAL DISORIENTATION.*

OKAY, AUSTIN. I JUST WANT TO *HELP* YOU.

STAY CALM. THEY'VE GOT *DOCTORS* WAITING TO TREAT YOU--

--UH,OH. I *DON'T* THINK I'M GETTING THROUGH TO HIM.

I'VE GOT TO USE HIS OWN STRENGTH *AGAINST* HIM.

THAT SHOULD TAKE THE WIND OUT OF HIS SAILS LONG ENOUGH FOR ME TO *REASON* WITH HIM.

LISTEN TO ME. YOU NEED *MEDICAL ATTENTION*--

RRRR...

NGH!

BWAK

OKAY. YOU WANT TO KILL ME, GO *AHEAD.* I WON'T STOP YOU. BUT WHAT ARE YOU GOING TO DO *AFTER* THAT? LASH OUT AT THE *REST* OF THE WORLD?

WHERE WILL IT *STOP?*

PAIN-- SO MUCH-- HELP--SO *SCARED...*

I KNOW.

I'LL *HELP* YOU. YOU WON'T BE ALONE.

HEY, JAMESON. YOU SAVED THE DAY. YOU'RE A *HERO*.

NO.

I JUST HAVE A BETTER HOLD ON *MY* MONSTER THAN SOME.

I GUESS THAT'S IT. CRISIS AVERTED. EVERY-ONE GOES HOME, BUT WHERE DOES THAT LEAVE *ME*?

I WASN'T CUT OUT FOR THE *DESK JOCKEY* GRIND.

MAYBE WHAT HAPPENED TODAY COULD POINT A *DIRECTION* OF SOME SORT. I MADE A *DIFFER-ENCE* IN ANOTHER PERSON'S LIFE. THAT HAS TO COUNT FOR *SOMETHING*.

MAYBE, I WAS MEANT TO HELP PEOPLE WHO SUFFER FROM MONSTROUS TRAUMAS-- LIKE THE ONE I SUFFERED FROM--

--PEOPLE *FEARED* BY OTHERS. *SHUNNED* BY THE *LIGHT*.

NOT EXACTLY WHAT *DAD* HAD IN MIND BUT HE'LL LEARN TO ACCEPT IT... *EVENTUALLY*.

THE END...?

STAN LEE PRESENTS:

ECHOES...

TERRY KAVANAGH
WRITER

AARON LOPRESTI
PENCILER

DON HUDSON
INKER

JON BABCOCK
LETTERER

RENEE WITTERSTAETTER
COLORIST

DANNY FINGEROTH
EDITOR

TOM DEFALCO
EDITOR IN CHIEF

WHEN THE HUNTER HUNTS...

WHAT'S THE MATTER, BIRTHDAY BOY--GETTING TOO OLD =UNG= TO FIGHT DEATH ANYMORE?

THIS PARTY WAS MY IDEA, CHUMP--YOU'RE JUST SPENT FROM =oohf= HOISTING TOO MANY BREWS...

ONE WAY OR THE OTHER, WE'RE GOING TO BRING A LITTLE COLOR TO THIS PLACE, GUYS...

AND THIS WHOLE GRAVEYARD'S THE CANVAS FOR OUR STATEMENT, BABE--

SPIDER-MAN SLAIN BY THE HUNT

FSSST

FSSST

FSSST

SERGE KRAVINOFF

...THE PREY PRAYS.

HOLY--.!

KRAKA-THOOM

but he's ...dead?!

A GH-GHOST...?

KRAVEN THE HUNTER?!

BUT TONIGHT IS NOT FOR THE HUNT...

...TONIGHT IS PERSONAL.

ииии...

KWOP

ERRK

AAAARGH!

NO NO NO NO NO

PLEASE PLEASE PLEASE PLEASE

IT'S STILL GOT GARY!

MAYBE IF WE FIX HIS TOMBSTONE...?

YES YES YES YES

YET THE PRIMAL FEAR OF THE STILL-IMMATURE PREY SOMEHOW STRIKES A RESPONSIVE CHORD--

--RECALLING A VIVID MEMORY OF THE YOUNG HUNTER'S OWN STRUGGLE TO SURVIVE IN THE EUROPEAN URBAN JUNGLE...

...WITH THE AID OF ANOTHER OF NATURE'S PREDATORS.

WHILE ONE PURSUED THE PASSIVE PATH OF DECEPTION, THE OTHER HONED HIS AGGRESSIVE STEALTH SKILLS--

--AND TOGETHER BOTH SURVIVED THE HUNT...

...BUT NOT FOREVER.

YAIEEE!

THAT PAINT'S NOT GOING TO COME OFF--!

HERE LIES SERGEI KRAVINOFF KRAVEN THE HUN FREE

WE HAVE TO DO SOMETHING OR HE'LL KILL GARY...

GARY'S ALREADY FAINTED... AND WE'VE GOT TO GET HIM AWAY FROM KRAVEN BEFORE--

HAUNTINGLY, THE ALL-TOO-HUMAN LOYALTY OF HELPLESS PREY ECHOES BACK TO PROUDER DAYS...

...AND THE TRIUMPHANT BONDING OF THE FELLOW PREDATOR IN YEARS GONE BY.

THE HUNTER AND HIS LIFE-LONG COMRADE-IN-ARMS EXCHANGED VALUABLE BLACK-MARKET POACHING TROPHIES FOR STATE-OF-THE-ART SPORTING WEAPONRY...

--WAS DESTINED TO LEAD THE PHYSICAL PROWESS OF THE OTHER INTO A HUNT BIGGER THAN BOTH...

...AND THE HUNT WAS STILL PURE.

BUT, TRAGICALLY, THE MENTAL AGILITY OF ONE PREDATOR--

...IN THE FORM OF THE SPIDER.

AND WHEN THE HUNT REACHED ITS BLOODY CLIMAX...

KRAKA-DOOOM

KLK

WHAT THE--?!

SPIDER-MAN!?

...ONLY THE SPIDER LIVED.

GARY

I'VE GOT HIM--

AGAINST ALL ODDS, THIS PREY FOUGHT FOR ITS LIFE...

--JUST KEEP MOVING BEFORE THAT FREAK CHANGES AGAIN.

...AND THE HUNTER EVENTUALLY FELL IN HIS STEAD.

BUT BOTH DEAD AND LIVING VICTIMS OF THIS FATEFUL HUNT...

KRAKA-

AND AT LEAST ONE SURVIVOR CANNOT HELP BUT RECOGNIZE...

HERE LIES SERGEI KRAVINOFF †

KRAVEN THE HUNTER DEFEAT [illegible]

THOOM

...CARRY THE SCARS TO THEIR GRAVES.

30¢

DAILY BUGLE

THE PICTURE NEWSPAPER®

Partly cloudy, chance of snow High 25-30 Details p 2

FINAL ★★★★

30¢ Thursday, January 30, 19[illegible]

KRAVEN'S LAST STAND

...THAT EVEN THE DEATH OF THE HUNTER...

...ONLY BROUGHT NEW LIFE TO THE HUNT ITSELF.

AND AS LONG AS THE SPIDER STILL EXISTED IN ANY FORM AT ALL...

...PREDATOR AND PREY ALIKE WOULD CONTINUE TO SUFFER.

IMPOSSIBLY, TAINTED TEARS FALL FROM THE EYES OF THIS SUDDENLY LONELY MAN--

HERE LIES SERGEI KRAVINOFF + KRAVEN FREE A

--AND MAN HE DEFINITELY IS. NOT GHOST OR SPIDER... OR EVEN HERO OR VILLAIN, FOR THIS FLEETING MOMENT.

BUT, FINALLY...

HERE LIES SERGEI KRAVINOFF + KRAVEN THE HUNTER FREE AT LAST

HERE LIES SERGEI KRAVINOFF + KRAVEN THE HUNTER FREE AT LAST

AS WE LEARNED ONLY TOO WELL FROM EACH OTHER, SERGEI, GUILT HAS NO PLACE IN THE HUNT...

...BUT TONIGHT IS FOR THE HUNTER.

KLK

AND THE HUNT WON'T--CAN'T-- DIE WHILE THE **CHAMELEON** LIVES.

MY **OWN** SELFISH MACHINATIONS ORIGINALLY PUT YOU ON SPIDER-MAN'S TRAIL ALL THOSE YEARS AGO, OLD FRIEND...

...AND, IN KRAVEN THE HUNTER'S NAME, **I'LL** SEE THIS THROUGH TO THE **BITTER END.**

ERE LIES
SERGEI
AV FF
VE NTER
FREE

THE SPIDER'S HIDE WILL SOON HONOR YOUR MEMORIAL--

--BUT OUR **PREY** MUST FIRST **DANGLE HELP-LESSLY** IN MY NET BEFORE I SPRING THE **FINAL** TRAP...

AND SO, IN HIS OWN WAY--

--EVEN THE **PREDATOR** PRAYS...

MARVEL COMICS

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CARDIAC™!

STYX™ & STONE™!

the AMAZING SPIDER-MAN®

IT'S A BAD DAY TO BE SPIDER-MAN®!

BAGS -92 + RE

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

GUILT BY ASSOCIATION

STYX AND STONE?! YOU'RE BACK?!

I WOULD'VE THOUGHT THEY'D'VE LOCKED YOU TWO UP AND THROWN AWAY THE KEY!

NO PRISON COULD HOLD **US** LONG, SPIDER-MAN. BUT, IN ANY EVENT...

YOU'RE THE *TRESPASSER* HERE--

DAVID MICHELINIE — PLOTTER
STEVEN GRANT — GUEST SCRIPTER
JEFF JOHNSON — GUEST PENCILER
PANOSIAN & MILGROM — GUEST INKERS
SHAREN & TINSLEY — COLORISTS
RICK PARKER — LETTERER
DANNY FINGEROTH — EDITOR
TOM DEFALCO — EDITOR IN CHIEF

-- AND THAT MEANS YOU'RE OURS!

JUST LIKE THAT?! NO DINNER? NOT EVEN A MOVIE?

JEEZ, TALK ABOUT CHEAP DATES--

NOT THAT DANCING ISN'T FUN, BUT IT'S ALL WE EVER SEEM TO DO...

HE'S MOCKING US, MR. STONE. HE DOESN'T TAKE US SERIOUSLY.

IT'S JUST HIS WAY MR. STYX.

STILL, IT IS PRETTY OBNOXIOUS... AND WE HAVE A JOB TO DO...

... AND IF KILLING SPIDER-MAN IS PART OF THAT JOB...

UH-OH--

... WELL, YOU HAVE SO FEW PLEASURES IN LIFE, Mr. STYX...

WHO AM I TO DENY YOU?

COME, INSECT-- INTO MY WAITING HANDS--!

WHAT ON EARTH IS GOING ON HERE?!

I HIRED YOU TWO TO PROTECT MY STUDIO FROM VANDALS, NOT DESTROY IT YOURSELVES!

SHUT UP!

AS IF I DIDN'T HAVE ENOUGH PROBLEMS-- IF I WASN'T SICK OF THE SIGHT OF POLICE--I'D HAVE YOU ARRESTED--

MR. GANT!

I'M SORRY, SIR, BUT IT COULDN'T BE HELPED. THERE WAS A BREAK-IN--

I'LL DO IT FOR YOU, BILL. JUST PRETEND YOU WEREN'T HERE.

NEVER DID LIKE THE LOOKS OF THEM--

WHAT?

PUT THAT GUN AWAY, YOU IDIOT!

DON'T GO MAKING THINGS WORSE!

THE MAN'S RIGHT, SMEDLEY.

NOT A GOOD IDEA.

WHO SAID THAT?! WHO'S UP THERE?

A NUISANCE, MUCH LIKE YOURSELF--

-- WITH SO MUCH DELICIOUS POTENTIAL--!

MY HAND! I CAN'T FEEL--! LET GO!

IT'S YOU WHO WILL LET GO--

YES! SUCH INDESCRIBABLE PLEASURE!

-- OF YOUR GUN--

-- OF YOUR LIFE!

YES!

YOU... YOU-- MONSTER!

HE WAS A LIVING BREATHING MAN-- AND YOU!-- YOU SNUFFED HIM OUT!

FOR NO REASON!

ISN'T PLEASURE REASON ENOUGH?

MY PLEASURE AWAITS YOU, SPIDER-MAN.

NEVER AGAIN!

NEVER!

BACK OFF WEB-SLINGER!

Mr. STYX MAY HAVE HIS FAULTS--

--BUT HE'S STILL MY PARTNER! I OWE HIM MUCH MORE THAN YOU COULD DREAM!

AND YOU'RE NOT TO TOUCH HIM! DO YOU UNDERSTAND?!

SURE, PAL. YOU'RE TOUCHED ENOUGH FOR BOTH OF US!

STOP IT! STOP IT!

YOU'RE WRECKING THE PLACE!

HE'S *RIGHT.* IF I HADN'T BLUNDERED *IN* HERE...!

ALL I WANTED WERE SOME *PHOTOS* FOR THE *DAILY BUGLE*... JUST MAKING *ENDS* MEET FOR THE MONTH...

WHO'D'VE EXPECTED *DRACULA* AND *THE TERMINATOR?*

YIKES! SPIDER-SENSES GOING *WILD!* WHATEVER I'M *ON*--

--IT'S *DANGEROUS!*

BOOM!

A *RETREAT* WOULD BE IN ORDER, MR. STYX.

BUT... I'M STILL *HUNGRY!*

IT'S ALL IN YOUR *MIND!* LET'S *GO!*

YOU GUYS CAN'T THINK YOU'RE WALKING *THAT* EASILY--

AW, NO!

WORD IS YOU'RE A *HERO.* DO YOUR *JOB!*

HEY, HE'S *YOUR* EMPLOYER!

YEAH, LIKE I'M *FOOLING* ANYONE.

THE OWNER MUST'VE BEEN CAUGHT IN THAT *EXPLOSION.*

AND IF IT'S A CHOICE BETWEEN CHASING A COUPLE OF *DESPERADOS* AND SAVING A MAN'S *LIFE*...

...HECK, WHY EVEN PRETEND IT'S A *CHOICE?*

HOW MANY TIMES MUST I TELL YOU, Mr. STYX?

NO KILLING UNLESS WE'RE PAID FOR IT!

GET IN THE TURBO-HOPPER...

HALT!

WHAT ON EARTH ARE YOU?!

DO YOU KNOW A WILLIAM GANT?

YES. HE'S DOWNSTAIRS, BUT--

HE CALLS HIMSELF A FILMMAKER, BUT HE IS A PURVEYOR OF DEATH.!

A BOY IN BROOKLYN WAS SO TAKEN WITH GANT'S "EXPOSE" ON CULTS THAT HE "SACRIFICED"--SLAUGHTERED-- HIS ENTIRE FAMILY!

GANT WARDED OFF RESPONSIBILITY BY INVOKING "FREEDOM OF EXPRESSION"--THE SAME "FREEDOM" HE NOW ABUSES WITH A DOCUMENTARY OF THE INCIDENT WITH THE BOY.

SHOULD A MAN PROFIT FROM THE ASHES OF HIS VICTIMS?!

WHAT AM I?!

AN INSTRUMENT OF JUSTICE-- THE SCOURGE OF THOSE SOCIETY WILL NOT REPROVE!

I AM CARDIAC!

I'VE COME FOR WILLIAM GANT--

--AND ALL WHO STAND WITH HIM!

YOU! DO YOU STAND WITH HIM?

Mr. STONE -- PLEASE! LET'S GO BACK! THE GUARD WASN'T ENOUGH!

Mr. STYX, WE HAVE A SITUATION HERE...

BUT I WANT THE SPIDER!

SPIDER-MAN! THAT'S RIGHT! HE'LL BE AFTER US!

AND SINCE OUR FRIEND STANDS BETWEEN US AND FREEDOM -- AND GRANT HASN'T PAID US YET--

-- CARDIAC YOU'VE GOT TO GO!

A ROUNDABOUT ANSWER TO MY QUESTION--

-- BUT ANSWER ENOUGH!

YOU'VE DUG YOUR OWN GRAVE--

--NOW ROT IN IT!

SUCH VITALITY! SUCH SPIRIT!

I WANTED TO KILL THE SPIDER. BUT YOU'LL DO!

OH, YES YOU'LL DO!

STYX, IS IT? I'VE HEARD OF YOU.

A VICTIM YOURSELF-- OF A MADMAN WHO TURNED YOU INTO A WALKING CANCER.

DOOMED TO TOUCH-- BECAUSE YOU NO LONGER FEEL!

YOU COULD HAVE OVERCOME YOUR HANDICAP-- MILLIONS OVERCOME THEIRS!

BUT YOU'VE CHOSEN TO WALLOW IN IT!

YOUR CHOICE-- AND YOUR RESPONSIBILITY!

LEAVE HIM ALONE!

I HAVEN'T FORGOTTEN ABOUT--

YOU?! HERE?!

YOU!

I DON'T KNOW WHAT THAT'S SUPPOSED TO MEAN--

-- BUT IF POWER WON'T STOP YOU, MAYBE GAS WILL SLOW YOU DOWN--!

COUNT YOURSELF LUCKY NO ONE'S PAID FOR YOUR DEATH--

NOT MUCH DAMAGE. MY COSTUME AND MY ARTIFICIAL SKIN ARE BOTH TORN, BUT THEY'LL REPAIR.

--OR I WOULDN'T SETTLE FOR GETTING YOU OUT OF OUR HAIR!

AS FOR THIS STUDIO, NO ONE WILL BE MAKING FILMS HERE FOR SOME TIME.

I WAS LUCKY! THAT COULD HAVE BEEN FATAL RATHER THAN MERELY PAINFUL.

WILLIAM GANT'S WORK AND THE ATROCITIES IT ENCOURAGES ARE ENDED-- FOR NOW.

BESIDES, THERE ARE OTHER PROBLEMS TO CONCERN ME NOW!

THAT'S JUST *GREAT!* IT SOUNDED LIKE A *WAR* GOING ON UP HERE WHILE I WAS DRAGGING THE BUILDING OWNER TO *SAFETY*--

--AND NOT ONLY DO I NOT KNOW WHO *WON*, I'M NOT EVEN SURE WHO WAS *FIGHTING*.

WHAT A MESS OF A DAY *THIS* HAS BEEN!

JONAH JAMESON WILL BE *TICKED* BECAUSE I DIDN'T GET PHOTOS OF "THE CULT MOVIE MAN'S" NEW EPIC...

I *STUMBLE* INTO A FIGHT WITH STYX AND STONE...

...I DON'T KNOW *HOW* WE'RE GOING TO MAKE THE *RENT* BY THE FIRST...

...AND TO TOP IT *ALL* OFF, I STINK OF *SMOKE*.

I COULD USE A *SHOWER* SOMETHING *FIERCE*.

HUH? DID I LEAVE THE TV ON?

MJ? WHAT ARE *YOU* DOING HOME?

HEY, LOVER.

... AND A HUG... AND ANOTHER KISS...

MARY JANE, IS SOMETHING *WRONG?*

C'MERE... I COULD USE A KISS...

THE SHOW.

NOW THEY'RE TALKING ABOUT KILLING ME OFF ALTOGTHER.

IT'S A SOAP OPERA. THEY'LL PROBABLY BRING YOU BACK AS YOUR EVIL TWIN.

NO, IT'S BUDGET CUTS, FALLING RATINGS. THEY HAVE TO CAN ALL THE DEAD WOOD.

YOU KNOW THEY CUT MY CHARACTER BACK. I BARELY GET SCREEN TIME ANYMORE.

PETER, WE BARELY MAKE IT WITH BOTH OF US WORKING.

IF I LOSE MY JOB, WHAT ARE WE GOING TO DO?

WHAT AM I GOING TO DO?

SO MANY MONEYGRUBBERS, SO FEW SCRUPLES...

SOME SAY IT'S THE WORLD. WE MAKE VICE TOO EASY, VIRTUE TOO LAUGHABLE.

SOMETIMES IT SEEMS MONEY IS OF MAXIMUM IMPORTANCE, NO MEANS OF OBTAINING IT UNACCEPTABLE. ENOUGH MONEY BUYS ACCEPTABILITY, AND ALL OUR SINS ARE MADE INTO TV MOVIES.

EARNING MY MONEY NOT BY CRIME, BUT LOOKING THE OTHER WAY WHEN I BRUSHED THE EDGES OF IT.

ALL MY ATTENTION ON PROFITS, AND NOT A THOUGHT OF RESPONSIBILITY TOWARD MY FELLOW MAN.

ONCE I'D HAVE AGREED WITHOUT REFLECTION.

HOWEVER ELIAS WIRTHAM WAS DESCRIBED IN THOSE DAYS--

-- I WAS NEVER CALLED COMPASSIONATE.

COMPASSION I LEARNED -- AND GRIEF -- AND THE NEED FOR RESPONSIBILITY.

OUR MOTHER TAUGHT US TO LOVE OUR NEIGHBORS--

--BUT I WAS SMARTER THAN THAT.

I KNEW HOW THE WORLD REALLY WORKED -- AND I WAS TOO STUPID TO SEE SHE WAS TELLING US THINGS HAD TO CHANGE.

UNTIL JOSH DIED.

BECAUSE A CURE FOR HIS DISEASE WASN'T "COST-EFFECTIVE."

BECAUSE INSURANCE COMPANIES REFUSED TO PAY FOR "EXPERIMENTAL TREATMENTS."

"BECAUSE THEY FOUND BURYING MY BROTHER PREFERABLE TO GIVING UP ONE PENNY OF PROFIT!

"SO I SAW THE WORLD I'D CONSPIRED WITH.

"AND OUR MOTHER WAS RIGHT. THINGS MUST CHANGE.

"IT WAS ONE THING TO DEDICATE MY LIFE TO MEDICAL RESEARCH, SO THAT OTHERS LIKE JOSH MIGHT BE SAVED.

"BUT THAT WAS NOT ENOUGH. NO.

"WITH THE AID OF CLOSE ASSOCIATES, I PUT MY RESEARCH, MY KNOWLEDGE TO WORK...

" ...IN THE SERVICE OF JUSTICE.

" I HAVE SO MUCH MORE TO DO.

" ONCE I WAS HEARTLESS.

" NOW MY HEART IS GONE--

" -- SURGICALLY REPLACED BY A COMPACT BETA-PARTICLE REACTOR--

"--WHICH GIVES ME ENERGY BEYOND ANY I'D DREAMED OF--

"-- FOCUSED INTO MY MUSCLES, FOR EXTREME SPEED AND AGILITY--

"-- INTO MY POWER STAFF, TO DIRECT AT WILL--

"--TO ANYWHERE THE NEURAL WEB IN MY VIBRANIUM-MESH SKIN ALLOWS!

" I HAVE KNOWN PAIN... I HAVE RISKED DEATH... AND IT IS NOT ENOUGH!"

THE PEOPLE WHO LET JOSH DIE WERE WITHIN THEIR LEGAL "RIGHTS." PEOPLE DIE, AND THEY SQUABBLE OVER "RIGHTS!"

PEOPLE DIE, AND THEY SQUABBLE OVER LEGALITIES, ABUSING OR ESCAPING THE COURTS, WITH NO CONCERN FOR A GREATER RESPONSIBILITY...!

THEY'RE MONSTERS. I HAVE COME FACE TO FACE WITH MONSTERS.

YOU ARE A MONSTER, STONE.

BUT NONE OF YOU WILL ESCAPE ME.

" THERE ARE ALWAYS TRAILS TO BE FOLLOWED..."

YOU'RE KIDDING, RIGHT?

MY BUSINESS IS IN ASHES! YOU WERE SUPPOSED TO PROTECT IT!

WHAT?! WHAT ARE YOU TALKING ABOUT?

YOU DIDN'T WARN US SPIDER-MAN WOULD BE INVOLVED.

WHY WOULD SPIDER-MAN BE INVOLVED?! I DON'T KNOW HIM! HE'S YOUR ENEMY!

SOMETHING ELSE I SHOULD HOLD YOU RESPONSIBLE FOR!

HOW MUCH LONGER, Mr. STONE?

I'M GETTING BORED...

...AND I'D REALLY LIKE TO SINK MY FINGERS INTO SOMETHING JUICIER...

WE AGREED ON AN HOURLY WAGE, MR. GANT. PAYMENT WAS NEVER MADE CONTINGENT ON SUCCESS.

THEN THERE'S THE MATTER OF MISREPRESENTATION...

I'LL GET MY CHECKBOOK.

EMPIRE STATE UNIVERSITY:

SORRY I'M LATE, DAD-- TRAFFIC. YOU READY? WHERE'S MOM?

NOW I'M AFRAID YOU'LL SEE ME HUMILIATE MYSELF...

IT WON'T BE THAT BAD, RICHARD-- AND WE CAN USE THE FEE THEY'RE PAYING...

BUT, MARY... ALL WE DID WAS SURVIVE... WE'RE NOT HEROES. WE DIDN'T ESCAPE.

INSIDE.

FOR TWENTY YEARS, I HOPED SOME-DAY I'D BE HERE FOR YOU TO CALL ME "DAD."

I BET YOU WILL IN THE TV VERSION.

TV--?! OH, THAT WAS A JOKE, WASN'T IT?

YOU NEVER KNOW, DAD.

JUST TELL YOUR STORY. PEOPLE PAID TO HEAR IT.

YOU'RE GOING IN THERE A NOBODY-- BUT YOU'RE COMING OUT A STAR!

HELLO... AH... WELCOME... PLEASE EXCUSE ME. I'M NOT USED TO PUBLIC SPEAKING...

MY NAME IS RICHARD PARKER. FOR TWO DECADES, MY WIFE MARY AND I WERE PRISONERS IN THE SOVIET PENAL SYSTEM--

YOU'RE A NATURAL, DAD.

WE'VE ALL HAD A BUMPY LIFE, AND SURVIVAL'S SOMETHING TO BE PROUD OF.

I'M PROUD OF YOU...

I JUST WISH I WERE PROUD OF *MYSELF* TODAY.

BLUNDERING INTO *STYX* AND *STONE* LIKE THAT WAS BAD *ENOUGH.* LETTING THEM GET AWAY WAS *WORSE.*

IT'S TIME THOSE KILLERS WERE PUT AWAY FOR *GOOD*-- AND I KNOW JUST *WHO* CAN HELP...

FIVE *MILLION*?! FOR *INSURANCE*?!

BUT IF THE PROJECT ISN'T *INSURED,* I CAN'T *FILM.*!

PUT THE PHONE *DOWN,* GANT.

OH. IT'S *YOU.*

IF YOU WANT THEIR *ADDRESS,* IT'S IN MY RECEPTIONIST'S *ROLODEX.*

YOU'RE GIVING THEM UP JUST LIKE *THAT*? BUT I *THOUGHT*--

WHAT? THAT I'M SOME MAD *CULTIST*?

I MAKE *MOVIES,* THAT'S ALL. ARE YOU ONE OF THOSE PEOPLE WHO BELIEVE *DISCUSSION* IS AUTOMATICALLY *ADVOCACY*?

YOU'RE *WELCOME* TO STYX AND STONE...

"THEY CAN ROT FOR ALL I CARE."

I KNOW THAT, KEVIN.

GOT WHAT YOU WANTED ON THIS STONE CHARACTER, Dr. WIRTHAM..

SURE YOU GOT THE RIGHT GUY?

I'M SURE.

ALL I NEED IS THE ADDRESS.

OOOOOKAY... SAYS HERE HE WAS SOME SORT OF BIO-TECHNICIAN...

LOOKS LIKE HE'S STILL GOT POSH DIGS UP ON THE EAST SIDE. PRETTY CLASSY JOINT. WHO SAYS CRIME DOESN'T PAY, HUH?

NICE NEIGHBORHOOD!

THIS IS THE PLACE?

SHEESH! HOW DO THEY RATE?

--SWIMMING SO SOON AFTER A SNACK.

ON THE OTHER HAND, BUBBA, YOU SURE COULD USE THE BATH.

CARE FOR A SWIM, Mr. STYX? IT DOES A BODY A WORLD OF GOOD.

SPIDER-MAN! WHERE--

SOMETIMES I REALLY HAVE TO WONDER IF I'M IN THE WRONG END OF THIS BUSINESS...

RHETORICALLY OR EXISTENTIALLY?

SPECIFICS, MAN! I NEED SPECIFICS!

YOU KNOW HOW I FEEL ABOUT WATER, Mr. STONE, AND I WOULDN'T WANT TO GET A CRAMP--

UH-UH-UH! IT'S NOT NICE TO SNEAK UP ON A SPIDER-FELLA.

AND, TECHNICALLY-- WITH MY SPIDER-SENSE -- NOT POSSIBLE.

SO--YOU GIVE UP YET?

OCCUPY OUR GUEST, Mr. STYX!

WHAT A GOOD SUGGESTION.

AND TASTY.

NO GOOD WILL COME OF THIS.

I'VE FOUGHT PROFITEERS, BATTLED THE WORST CORRUPTERS OF OUR SOCIETY...

I'VE FACED EVIL FEW OTHERS DARE TO EVEN RECOGNIZE, AND I'VE NEVER FLINCHED...

BUT NOW I HAVE TO ASK IF I'M POLLUTING MY OWN MISSION.

IS THIS FIGHT FOR SOCIAL JUSTICE?

OR A PERSONAL VENDETTA?

I GET IT NOW!

YOU DON'T WANT SPIDER-MEN WITH GOOD TASTE! YOU WANT SPIDER-MEN WHO TASTE GOOD!

I'LL GO SEE IF I CAN FIND ONE, OKAY?

HEY!

DON'T TALK SO MUCH, SPIDER-MAN. JUST DIE.

SOME PEOPLE CONSIDER ME A SPARKLING CONVERSATIONALIST!

THIS IS A PLAN?

YOU'RE GOING TO JELLO ME TO DEATH?

NOW YOU'VE DONE IT! THESE BOOTS AREN'T EVEN PAID FOR YET!

AREN'T YOU FLATTERED? DON'T YOU KNOW WHAT YOU STEPPED IN?

I BASED IT ON YOUR WEBBING.

NICE TRY BUT THIS STUFF DOESN'T EVEN COME CLOSE!

IT DOESN'T NEED TO HOLD YOU FOR LONG.

WE'RE ASSASSINS, SPIDER-MAN! PROFESSIONALS! YOU'VE NEVER ACCEPTED THAT!

OFTEN THE FIRST STEP IN ASSASSINATION IS TO SLOW YOUR VICTIM DOWN.

A LITTLE GLUE... A LITTLE GAS... PUTS YOU OFF YOUR GAME A BIT, DOESN'T IT?

OTHERWISE I COULD NEVER HAVE DONE THIS!

STEEL CABLE. HOW ORIGINAL. I GUESS YOU GOT ME THIS TIME.

I'VE BEEN BREAKING OUT OF THIS STUFF SINCE I WAS IN DIAPERS.

Mr. STYX! NOW!

LIKE I SAID, IT DOESN'T NEED TO HOLD YOU FOR LONG.

HE'S IN THERE. I SEE MOVEMENT.

DON'T YOU TOUCH ME!

THE LAW SAYS IF YOU EVER COME AROUND HERE AGAIN--

STYX? IS HE--?!

NO. JUST A DOMESTIC SQUABBLE. NOTHING TO DO WITH ME.

WELL, I'M HERE-- AND THE COPS AREN'T.!

TIME WAS A WOMAN TREATED HER MAN'S WORD AS THE LAW!

PITIFUL... BUT I'M NO POLICEMAN. I'VE NO TIME FOR FIELDING ROMANTIC DISPUTES.

YOU'RE SICK!

WAMM!

NO, I CAN'T IGNORE THIS AND LIVE WITH MYSELF. STYX AND STONE CAN WAIT.

"AS LONG AS THEY'RE TUCKED AWAY IN THEIR PENTHOUSE, WHAT'S IT GOING TO HURT?

AARRGGH

NEXT ISSUE: DUST TO DUST

MARVEL COMICS

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THE FURY OF CARDIAC!

the AMAZING SPIDER-MAN®

BAGS + R.E. 92

AND THE NOT-SO-NICENESS OF STYX™ & STONE™, TOO!

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DUST TO DUST

HE'S NOT DYING, Mr. STONE! I'M TOUCHING HIM, BUT HE'S NOT DYING!*

DO SOMETHING!

*FOR DETAILS SEE LAST ISSUE. -- DANNY

DAVID MICHELINIE PLOT
STEVEN GRANT SCRIPT
JEFF JOHNSON PENCILS
RANDY EMBERLIN INKS
RICK PARKER LETTERING
BOB SHAREN COLORS
DANNY FINGEROTH, EDITOR * TOM DEFALCO, EDITOR IN CHIEF

DON'T THINK I DON'T APPRECIATE THE MASSAGE--

--BUT I PREFER A NICE HEATING PAD.

AND YOU COULD AT LEAST WAIT TILL WE'RE DONE WITH OUR WORKOUT.

HIS COSTUME MUST BE SYNTHETIC, Mr. STYX! YOUR DEATH TOUCH AFFECTS ONLY ORGANIC MATERIALS!

GRAB HIS FEET!

YUK! HAVEN'T YOU EVER HEARD OF BASIC HYGIENE?

SORRY, FORGET I ASKED.

AND IF YOU THINK THIS CHARM BRACELET MEANS WE'RE GOING STEADY--

SNAP!

--YOU CAN FORGET THAT, TOO!

JUNK JEWELRY. FIGURES.

WHAT, DID YOU BUY IT OFF SOME GUY ON THE STREET?

LEARN TO COMPARISON SHOP, HUH?

NEARBY, YET OBLIVIOUS...

SEE HOW IT *FEELS* WIFE-BEATER?

DON'T *EVER* GO NEAR THAT WOMAN AGAIN-- OR YOU'LL ANSWER TO *CARDIAC!*

THOOM!

THAT *NOISE*-- FROM THE *PENTHOUSE*--

--I'M TOO *LATE!*

GIVE *UP* NOW, OR YOU WANT TO *REDECORATE* SOME MORE? I'M EASY, I'LL GO *EITHER* WAY.

WE'RE PROFESSIONAL *ASSASSINS*, MR. STONE! MAKE HIM SHOW THE RESPECT WE *DESERVE*.

NOT TO WORRY, Mr. STYX. MY POWER GEAR HAS BROUGHT HIM LOW *BEFORE*.

AND IT WILL DO SO *AGAIN*, AS SOON AS HE SLOWS *DOWN*.

PAL, THIS *IS* SLOW FOR US *SPIDER-POWERED* TYPES.

THWIPP

AND DON'T YOU THINK THIS POWER GEAR IS BECOMING A BIT OF A *CRUTCH*? BE A *MAN*-! STAND ON YOUR OWN TWO FEET!

WHAT *ARE* YOU, JOINED AT THE *HIP* WITH IT OR SOMETHING?

NO! HIS WEBBING!

HOW ABOUT THAT?! YOU ARE JOINED AT THE HIP!

WELL, LIKE I SAID-- I'M EASY.

STOP THAT

INCESSANT

CHATTER!

HOW ELSE SHOULD I WHILE AWAY MY TIME?

NOT ALL OF US CAN HAVE CAREERS LIKE YOU.

YOU GET TO BE A BUTTERFLY COLLECTOR, PINNING DOWN VICTIMS, SO STYX HERE CAN DRAIN THE LIFE OUT OF THEM!

I BET YOUR MOM LIKES TO BRAG ABOUT THAT TO THE BRIDGE CLUB.

BESIDES, BEETHOVEN SYMPHONIES HAVE STRING ARRANGEMENTS, I'VE GOT CHATTER. IT'S A MOTIF.

Whoops!

Mr. STYX! DON'T TOUCH ME!

I'M TRYING NOT TO, Mr. STONE!

THAT'S ENOUGH, SPIDER-MAN!

CARDIAC?! THIS IS NOT GOOD TIMING...

ON THE CONTRARY, WEB-SLINGER--

-- MY TIMING COULDN'T BE BETTER!

GET OUT OF HERE, GENTLEMEN, AND LAY LOW. I'LL FIND YOU LATER-- TO DO BUSINESS!

SHOULD WE TRUST HIM, Mr. STYX?

BUSINESS IS BUSINESS Mr. STONE.

IF HE IS NOT ON THE UP-AND-UP, WELL...

WE TAKE OUR PLEASURES WHERE WE FIND THEM...

I DON'T GET YOU, CARDIAC. JUST WHEN I THINK YOU MIGHT BE ONE OF THE *SEMI-GOOD* GUYS--

THERE ARE THINGS GOING *ON* HERE YOU WOULDN'T *UNDER-STAND*, SPIDER-MAN.

YEAH, YEAH... THAT'S WHAT THEY *ALL* SAY...

THAT'S WHAT *I* SAY.

HEY!

GWOOM

WET FEET?! AARRRGH!

IF I CATCH *COLD* BECAUSE OF--

CARDIAC?

GONE. WHATEVER HE WANTED, IT *WASN'T* A FIGHT WITH *ME*.

WHAT'S HE *UP* TO? WHAT'S HIS CONNECTION TO *STYX* AND *STONE*? THEY DIDN'T SEEM TO KNOW WHO HE *WAS*.

SO WHY'S HE *PROTECTING* THEM?

OR IS IT SOME *SET-UP*?

MAYBE I CAN GET TO THOSE KILLERS *BEFORE* HIM-- *IF* MY *SPIDER-TRACER* STAYS STUCK--

--AND *IF* STYX DOESN'T CHANGE HIS *CLOTHES*--!

NOT THAT THERE'S MUCH CHANCE OF *THAT* HAPPENING...

DAILY

"...AND I'VE GOT OTHER OBLIGATIONS..."

I STILL CAN'T BELIEVE YOU'RE A NEWSPAPER-MAN, PETER.

JUST A PHOTOGRAPHER, DAD... I DON'T WRITE THE STORIES...

DON'T BE MODEST. MAY TOLD US.

THE WAY YOU SUPPORTED HER AND YOURSELF THROUGHOUT HIGH SCHOOL BY SELLING PICTURES TO THE BUGLE. WE'RE SO PROUD.

SOMEONE HAD TO.

I, ah... I DIDN'T MEAN THAT THE WAY IT CAME OUT...

PEOPLE WITH THIN SKINS DON'T SURVIVE TWO DECADES IN IRON CURTAIN PRISONS, DEAR.

WE UNDER-STOOD.

GOOD. SORRY. HERE'S THE 10¢ TOUR...

FIRST, THAT TRULY COSMIC PLACE WHERE ALL THE WORK GETS DONE-- THE NEWSROOM!

SAY HI TO MY LONG-LOST FOLKS, EVERYONE!

AND DOWN HERE IS THE PHOTO LAB-- AND THE CONFERENCE ROOMS--AND THE SNACK BAR--

DON'T RUSH, PETER. IT'S BAD FOR YOUR DIGESTION.

WHAT'S THAT IN THIS OFFICE?! WHY DIDN'T YOU TELL US?!

IT'S JUST AN EMPTY OFFICE, LOVE--

GOOD LORD! THAT BOOK HAS PETER'S NAME ON IT!

"WEBS"--OUR SON IS A PUBLISHED AUTHOR!

WEBS

IS THAT ALL? I THOUGHT JONAH JAMESON WAS IN HERE.

THAT'S JUST A COLLECTION OF MY SPIDER-MAN PHOTOS...

JUST?! THIS IS WONDERFUL!

DID YOU KNOW YOUR FATHER WANTED TO BE A NOVELIST, BACK IN COLLEGE?

PARKER!

OH... AH... HI, JONAH. THESE ARE MY... UM... AH...

I KNOW WHO THEY ARE.

THE ONES YOU WOULDN'T LET US DO A STORY ON.

MR. JAMESON? WOULD IT BE POSSIBLE TO BORROW THIS BOOK? I NOTICED YOU HAVE TWO...

BOOK?

OH. THAT RUBBISH.

TAKE IT, IF IT'LL GET YOU OUT OF HERE. IT WAS HEADED FOR RECYCLING ANYWAY.

ANY TIME YOUR PARENTS FEEL LIKE SELLING THEIR STORY, PARKER...

WE'LL DISCUSS THIS ANOTHER TIME, JONAH.

MARY, LET'S TAKE OUR "STAR" TO LUNCH.

DON'T SPOIL HIM.

I LIKE "OUR STAR" THE WAY HE IS.

STONE?

ELIAS WERTHAM?

I DIDN'T EXPECT TO FIND YOU IN A *DINER.*

SO YOU'RE *CARDIAC,* HUH?

NO.

BUT I HAVE A *LOT* OF CONNECTIONS, *INCLUDING* CARDIAC. HE *TOLD* ME ABOUT YOU.

HOW ON EARTH DID YOU END UP LIKE *THIS?*

IF YOU'VE GOT A *LIFETIME* TO SPARE, I'LL TELL YOU...

ABBREVIATE IT. GERALD, YOU WERE A TOP *MEDICAL RESEARCHER.* WHAT *HAPPENED?*

OHHH... AMBITION. PRIDE. THE *USUAL.*

REMEMBER THAT PROJECT? THE ONE WHERE WE PAID THE *HOMELESS* TO ACT AS *GUINEA PIGS* IN A SEARCH FOR A CURE FOR THE *COMMON COLD?*

THE COMMON COLD, ELIAS! HOW MANY PEOPLE DIE FROM THAT?! HOW URGENTLY IS *THAT* CURE NEEDED?

I HAD SOME-THING MORE *AMBITIOUS* IN MIND.

I WAS GOING TO CURE *CANCER.*

I HAD AN *IDEA*-- CULTIVATE CARCINOMAS IN A HUMAN SUBJECT AND USE THEM TO DEVELOP A *VACCINE.*

I TRICKED A MAN NAMED *JACOB EICHORN* INTO LETTING ME *TEST* ON HIM--

--BUT IT ALL WENT HORRIBLY *WRONG.*

HE'S A *WALKING CANCER* NOW, ROTTING THE LIVING WITH HIS *TOUCH.*

"WHAT COULD I *DO*? JACOB'S UNSTABLE NOW. A CURE FOR HIS CONDITION IS *YEARS* AWAY."

BUT I *THOUGHT*... IF YOU *KNEW* WHAT I'D DONE... HOW I'D *DIVERTED* FUNDS. I *COULDN'T* TELL YOU.

BUT WITHOUT SUPERVISION, JACOB BECOMES UNCONTROLLABLE, SLAUGHTERING WITH A *TOUCH*, TO BUY THE ONLY PLEASURE HE NOW KNOWS.

AND *THAT'S* WHY YOU LEFT? TO BECOME STYX AND STONE?

I'M NOT *PROUD* OF MYSELF, ELIAS -- BUT *SOMEONE'S* GOT TO HELP HIM. I *CREATED* HIM. HE'S MY *RESPONSIBILITY*.

AS *MERCENARIES*, WE CAN *DIRECT* HIS BLOODLUST TOWARD *JUSTIFIABLE* TARGETS, AND BRING HIM A *MODICUM* OF PLEASURE.

YOU WERE A *GOOD* MAN, GERALD, *EMPATHIC* TOWARD THE SUFFERING OF OTHERS. IT'S HARD TO *BELIEVE* YOU CONDONE *MURDER*.

AND YOUR OPULENT *LIFESTYLE*--?

DON'T *JUDGE* ME, ELIAS.

I *DON'T* CONDONE IT. I DON'T *LIKE* IT. BUT WHAT *CHOICE* DO I HAVE?

THE *MONEY* WE EARN FROM KILLING GOES TOWARD *CURING* JACOB'S CONDITION...

YOU NEED *HELP*, GERALD.

ELIAS...

I'D LIKE TO HELP YOU.

I HAVE A RESEARCH FACILITY IN HOBOKEN. THEY'VE BEEN EXPERIMENTING ALONG *YOUR* LINES--

--ON SMALL *ANIMALS*, OF COURSE, NOT *PEOPLE*.

YOU'RE WELCOME TO *USE* IT, AFTER HOURS, IF YOU'D LIKE. I'LL UNDER-WRITE THE *COSTS*.

YOU'RE *KIDDING*, RIGHT?

WHAT'S IN IT FOR *YOU*?

YOU'RE NOT THE ONLY MAN CAPABLE OF *COMPASSION*, GERALD.

THIS *MONSTER* YOU'VE MADE-- DOESN'T HE *DE-SERVE* A NORMAL LIFE AGAIN?

YOU'RE *SERIOUS* THEN?!

ABSOLUTELY.

THERE *IS* ONE STIPULATION.

I DOUBT IT'S WISE FOR *ME* TO BE THERE-- THIS "STYX" MAY GET OUT OF *CONTROL*.

I'LL SEND *CARDIAC* IN MY PLACE, TO *OVERSEE* THINGS.

WHATEVER YOU *WANT*, ELIAS. THANK YOU.

JACOB CAN BE *FREE*... I'LL BE FREE...

TONIGHT!

YOU'VE *CHANGED*, STONE. IN YOUR EYES I SEE NO *MERCY*, ONLY *MADNESS* AND *OBSESSION*. HOW *MANY* MONSTERS DID YOUR FLAWED EXPERIMENT CREATE?

....

BOTH OF US ARE RESPONSIBLE. I *KNEW* OF YOUR RESEARCH-- I *LET* YOU TRY IT. BUT I DID NOT KNOW THE *RESULT*. SO TONIGHT THE THREAT OF STYX *ENDS*, BY CURE... ...OR *CARDIAC ARREST*...

BINGO!

ABOUT TIME THIS NIGHT AMOUNTED TO SOMETHING. EITHER STYX IS IN THAT VAN OR SOMEBODY'S DOING A KNOCKOUT SPIDER-TRACER IMPRESSION.

GOING WEST ON THE GEORGE WASHINGTON BRIDGE, HUH? WELL, I WAS GETTING TIRED OF THIS BURG ANYWAY...

WHERE ARE WE GOING, Mr. STONE?

TRUST ME, Mr. STYX, AND DO AS YOU'RE TOLD.

DON'T I ALWAYS TAKE CARE OF YOU?

IS THIS A PRISON?! I DON'T LIKE THIS PLACE!

NO PRISON, FRIEND.

YOUR... SALVATION.

YOU! I REMEMBER YOU!

YOU'RE THE OTHER ONE WHO GOT AWAY!

Mr. STONE! IS IT HIM YOU BROUGHT ME HERE TO KILL?!

YOUR KILLING DAYS ARE OVER, STYX.

WHAT?!

I MUST!

WAK!

I'M SORRY.

BUT-- THE BLISS-- THE SHEER JOY OF--

QUICKLY! WE HAVEN'T MUCH TIME!

DR. WIRTHAM ASKED ME TO PREPARE THE EQUIPMENT.

Mr. STONE, DON'T LET HIM TAKE THAT FROM ME!

ONCE STYX IS IN THE DIAGNOSTIC TUBE, THE MACHINES WILL DO THE REST.

YOU SEEM PENSIVE, STONE.

HE TRUSTED ME, CARDIAC. I FEEL LIKE I'VE BETRAYED HIM.

I PROMISED HE'D ALWAYS BE SAFE WITH ME, THAT I'D NEVER HAND HIM OVER TO ANYONE.

A PITY YOU WEREN'T AS THOUGHTFUL TOWARD HIS VICTIMS...

WHAT? *WHAT* DID YOU SAY?

NOTHING. RELAX.

NOW IT'S JUST A MATTER OF *TIME*.

WAIT! SOMETHING'S *WRONG!* THESE *READINGS*--

HIS VITAL SIGNS ARE *DROPPING* TOO FAST-- YOU'RE USING TOO MUCH *POWER!*

ARE YOU TRYING TO *KILL* HIM?!

YOU'RE NOT *THINKING* STRAIGHT, STONE.

HE KILLS, STONE! *INNOCENT PEOPLE!* HOW MUCH CAN YOUR CONSCIENCE *STAND*?!

THE *AUTHORITIES* DON'T HAVE THE MEANS TO HANDLE SOMEONE LIKE *HIM*. WHAT ELSE ARE WE SUPPOSED TO *DO*?

ONE LIFE FOR POTENTIALLY *THOUSANDS!* NO, I'M *NOT* TRYING.

I *AM* KILLING HIM!

NO!

ELIAS *PROMISED--!*

ELIAS WIRTHAM IS JUST A *MAN* STONE!

YOU ARE JUST A MAN!

KRAK!

YOU CAN'T *BEGIN* TO IMAGINE WHAT *I* AM!

BUT I *AM* HUMANE.

HIS DEATH WILL BE *PAINLESS*, PEACEFUL.

AND I'LL BEAR THE *GUILT* FOR IT TO MY DYING DAY.

BUT IT'S *GOT* TO BE DONE.

AND *NO* MAN ALIVE CAN *STOP* ME.

DO YOU MAKE THIS STUFF UP *YOURSELF*, OR DO YOU HIRE *SPEECH-WRITERS*?

SPIDER-MAN!

YEAH, LIKE I DIDN'T ALREADY *KNOW* THAT.

TRYING TO *KILL* SOMEBODY FOR A CHANGE, *huh?*

AND IN SO DOING... *SAVING* COUNTLESS LIVES.

IF STYX IS ALLOWED TO *LIVE*, DEATH BY HIS HAND COULD REACH *PANDEMIC* PROPORTIONS. THERE'S *NO* OTHER WAY.

YOU *DO* UNDERSTAND?

HMM? *ME?* OH, SURE. MAKES *PERFECT* SENSE.

SO WHAT'S *NEXT* ON THE AGENDA? CONCENTRATION CAMPS FOR *MEASLES* PATIENTS?

START CROSSING THOSE ETHICAL *LINES*, PAL, IT GETS *AWFULLY* HARD TO FIND YOUR WAY *BACK*.

I KNOW THAT!

BUT I'VE TAKEN UPON *MYSELF* THE RESPONSIBILITY--

--TO KNOW WHO NEEDS *KILLING?!* Uh-huh.

THAT'S WHAT *ALL* THE PSYCHOS SAY!

THIS IS YOUR LAST *WARNING*, SPIDER-MAN!

IF YOU'RE NOT WITH *ME*, YOU'RE ON THE SIDE OF *MISERY* AND *DEATH*!

HEY! I KNOW THE MARQUEE READS "YOUR *FRIENDLY* NEIGHBORHOOD SPIDER-MAN"--

--BUT *THAT* WAS--

DOWNRIGHT *UN*FRIENDLY--

-- AND *THIS* ISN'T *MY* NEIGHBORHOOD!

NO!

WHY ARE YOU *FIGHTING* ME?! I'M TRYING TO *SAVE* COUNTLESS LIVES!

AGAINST *THAT* NUMBER, *STYX*'s LIFE, AND *STONE*'S-- AND EVEN *YOURS*-- ARE *INSIGNIFICANT*--

-- AND *EXPENDABLE*!

I NOTICED YOU LEFT *YOURSELF* OUT OF THAT EQUATION.

A LITTLE *SELF-IMPORTANT*, AREN'T WE?

UM... YOU WOULDN'T KNOW WHERE THAT MACHINE'S *OFF* SWITCH IS...?

STOP IT! THIS IS NOT A JOKE!

OH, SO THAT'S WHY NOBODY'S LAUGHING!

HHHHH

NOW... WHILE THEY'RE PREOCCUPIED..

ELIAS WIRTHAM IS A WELL-MEANING, MUSH-HEADED IDIOT TO TRUST SOMEONE LIKE CARDIAC.

AND I'M AN IDIOT FOR SURRENDERING MR. STYX TO HIM.

WHAT WAS I THINKING OF?! I COULD SMELL TROUBLE BREWING!

BUT THIS PROVES WHAT I'VE DREADED ALL ALONG. NO ONE ELSE WILL EVER HELP US... THEY JUST CAN'T UNDERSTAND...

IF Mr. STYX IS TO HAVE ANY KIND OF LIFE--

--WE HAVE TO TAKE IT-- WITH OR WITHOUT CONSENT!

CARDIAC! BEHIND YOU!

DON'T BE PATHETIC, SPIDER-MAN.

YOU'RE BOTH PATHETIC! SOME HEROES!

YOU USED ME, CARDIAC!

I'M GOING TO FEED YOU TO Mr. STYX MYSELF!

COUNT YOUR BLESSINGS THAT TODAY I HAVE OTHER CONCERNS.

WHOOM!

COME ON, Mr. STYX.

I HAVE THE TURBO-HOPPER READY.

WE'LL BE LONG GONE BEFORE THEY RECOVER, BUT I PROMISE--

-- NEXT TIME THEY'RE BOTH YOURS!

CARDIAC'S... RIGHT ABOUT ONE THING --

--STYX IS TOO DANGEROUS TO ROAM FREE--!

DON'T WORRY, Mr. STYX! ONCE THE TURBO-THRUSTERS FIRE--

-- EVEN SPIDER-MAN ISN'T STRONG ENOUGH TO HOLD US.

DON'T FORGET MY WEBBING, SPORT!

STANDS UP TO THE TOUGHEST TURBO-THRUST OR MY MONEY BACK!

WHAT ABOUT YOUR TENDONS? THE CARTILAGE? YOUR ARMS?

I'LL ENJOY SEEING THEM TORN OUT AT THE SOCKETS!

SPIDER-MAN?! WHAT--?!

OPEN YOUR EYES, SMART GUY!

THEY'RE GETTING AWAY!

NO-- THEY AREN'T!

ZZZ

RIM!

&Son

WHAM!

WHEW! YOU DO PLAY ROUGH!

LOOKEE HERE-- THEY'RE BOTH STILL BREATHING.

AND UNCONSCIOUS-- AT MY MERCY.

BUT YOU'D STILL TRY TO SAVE THEIR LIVES, WOULDN'T YOU?

THINK POSITIVE. MAYBE THE JUDGE'LL PUT YOU ALL IN THE SAME CELL.

THINK YOU CAN TAKE ME IN?

ARE YOU GOING TO MAKE ME DECK YOU?

NO.

KLK

YOU'RE RIGHT, OF COURSE.

BUT I HAVE TRIED TO DO GOOD...LIKE THE MAN WHO INSPIRED ME...

LIKE YOU, SPIDER-MAN.

ME?!

IS THAT SO HARD TO BELIEVE?

DESPITE OUR DIFFERING METHODS, I'VE ALWAYS HAD A GREAT ADMIRATION FOR YOUR WORK.

IT'S AN HONOR TO SURRENDER TO YOU.

uh-huh. THANKS FOR THE BUTTER, NOW WHERE'S THE BREAD?

RIGHT HERE!

THAT ROBOT BIRD AGAIN?!

DON'T TAKE THIS PERSONALLY, SPIDER-MAN. THE NECESSITY TO COMPLETE MY WORK PRECLUDES THE LUXURY OF CAPTURE.

BUT I WANT YOU TO KNOW--

--YOU REALLY WERE AN INSPIRATION TO ME!

RRREEEEEEE

Ah... POLICE SIRENS SINGING "SPIDER-MAN GO HOME!" I'LL DO A QUICK WEB-JOB ON STYX AND STONE--

THWIP

GREAT. SOMETHING ELSE THEY CAN PUT ON MY TOMBSTONE.

HE'S MOVING TOO FAST-- NOT EVEN TIME TO FIRE A TRACER TO HIM--!

-- AND THEN BE ON MY WAY. STYX AND STONE ARE STILL OUT-- THEY WON'T GIVE THE COPS ANY TROUBLE.

CARDIAC REALLY THINKS HE'S A GOOD GUY-- BUT YOU ARE WHAT YOU DO, AND INTENTIONS DON'T MEAN SQUAT. I HOPE HE LEARNS THAT SOON.

... BEFORE HE'S LOST ON THE WRONG SIDE OF THE LINE FOREVER.

NEXT: MAXIMUM CARNAGE PART 3! (THE ACTION BEGINS IN SPIDER-MAN UNLIMITED #1, ON SALE IN 2 WEEKS! IT ALL FEATURES VENOM, CARNAGE AND LOTS O' GUEST HEROES AND VILLAINS -- IN CASE YOU HADN'T HEARD!)

MARVEL COMICS®

64 PAGE ANNUAL

the AMAZING SPIDER-MAN®

THE AMAZING SPIDER-MAN
27 • 1993

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LOOK OUT, SPIDEY™!
ANNEX™
JUST HIT TOWN !

Tom Lyle/1993

the AMAZING SPIDER-MAN®

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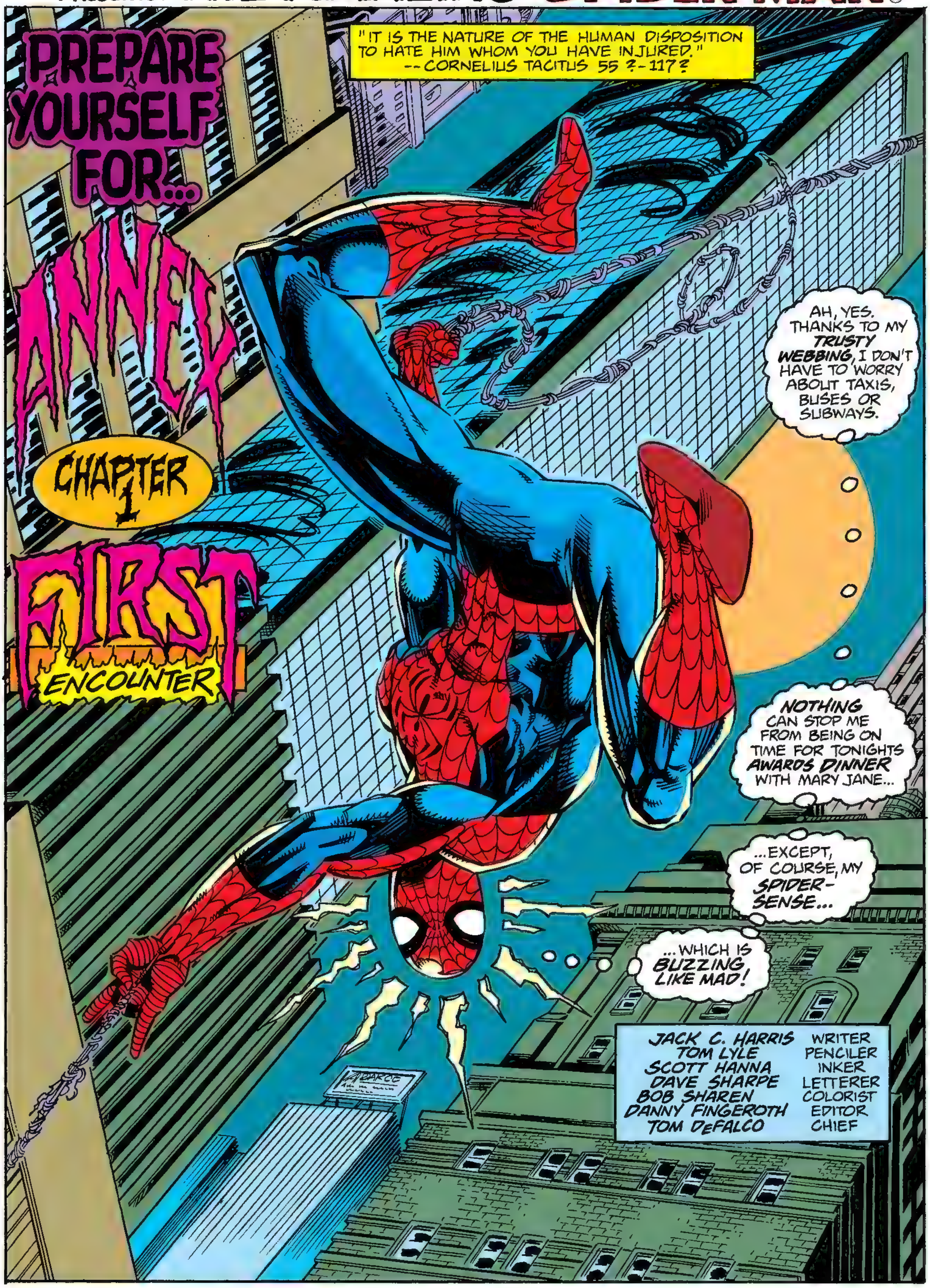
BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



IT'S SPIDER-MAN!

THROOM!

HOLEE-- SCORE ONE MORE FOR MY SPIDER-SENSE'S ACCURACY!

GOT ME OUT OF THE WAY JUST IN TIME!

THAT WAS NO EXPLOSION. IT SOUNDED LIKE A WRECKING BALL WHACKED THAT WALL FROM THE INSIDE.

ONCE AGAIN, MY WAY-COOL WEBBING COMES THROUGH! THAT'LL HOLD THE DEBRIS FOR THE TIME BEING.

9-1-1 OPERATOR. STATE THE NATURE OF YOUR EMERGENCY.

THWIPP

THWIPP

YES. YES. I'M AT THE CORNER OF TOMAINO AND HASBROUCK! SPIDER-MAN'S WRECKIN' A BUILDIN' HERE!

NOW LET'S SEE WHO WAS SO--

--HOLD THE PHONE! THESE CLOWNS ARE STILL AT IT!

MY WEB'LL CATCH THE PIECES-- BUT I'VE GOT TO STOP THE SOURCE!

HEY-- THAT'S NO WRECKING CREW...

TROOMM

OO-KAY... HERE'S WHERE SPIDEY STEPS *IN!*

THWIPP

KNOCK IT *OFF,* METAL HEAD!

KWANG

HEY, IF YOU'RE GOING TO GO AGAINST THE *BIG BOYS,* YOU'RE GOING TO HAVE TO HAVE A TAD MORE *STAYING POWER.*

LISTEN. IF YOU CAN *EXPLAIN* WHAT YOU... UH-OH...

SCHEMA MODE...

INITIATE!

NICE *RECOVERY,* TIN MAN...

WHOOPS. MY SPIDER-SENSE TELLS ME THIS IS *MORE* THAN A RUN-OF-THE-MILL EXO-SKELETONED BAD GUY!

DATA MODE! INITIATE! INITIATE!

WHOA! ONLY MY SPIDER-SENSE SAVED ME THAT TIME. THAT BATTLE SUIT HE'S WEARING MUST ENHANCE HIS SPEED AS WELL AS HIS STRENGTH.

KRUMM

HEY! HEY! HEY! HEY! HEY! QUIT WITH THE DEMOLITION DEMONSTRATION, CHROME JEROME. JUST WHO DO YOU THINK YOU ARE ANYHOW?

I DON'T KNOW! OUT OF MEMORY! OUT OF MEMORY!

YEAH? WELL I'M OUT OF PATIENCE! I'M TIRED OF MAKING LIKE GARY CARTER WHILE YOU MAKE LIKE DOC GOODEN.

YOU ARE NOT PROVIDING ACCESS-IBLE DATA! THIS CONFRONTATION IS INEFFECTUAL.

SCHEMA MODE...

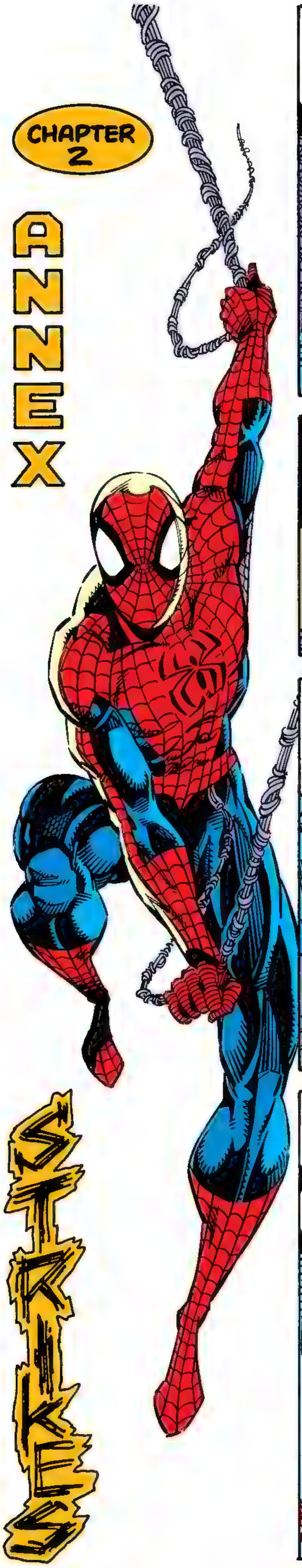
INITIATE!

ACTIVATE THRUSTER UNIT!

AWW, RATS! HE FLIES, TOO?! I'M GOING TO USE UP ALL MY WEBBING JUST TO SWING AFTER THIS GUY. LOOKS LIKE MY EVENING'S SHOT!

CHAPTER 2

ANNEX



HI, HONEY. I'M NOT HOME.

PETER! ARE YOU ALL RIGHT?

WELL, SO FAR. I'VE HAD A RUN-IN WITH SOME GUY EQUIPPED WITH A VERY IMPRESSIVE *EXO-SKELETON* BATTLE SUIT.

NEWS-13

FIRST THE WALL WENT. THEN THERE WAS A FIGHT. THEN SOME METAL GUY. FLEW AWAY. WHERE'S WILLIAM SHATNER ANYHOW?

I WISH THE COPS WOULD HURRY UP. MAYBE THEY'LL CART THIS NUT CASE AWAY

PETER! DID YOU FORGET ABOUT THE ***AWARDS*** CEREMONY?

THE AWARDS? OH, YEAH, THE ***PHOTO-JOURNALISTS'*** AWARDS... UMM... I THINK I'LL BE ***LATE.*** CAN YOU GO ***WITHOUT*** ME AND ***COVER*** FOR ME...?

PETER! ***NO!*** WHY DO YOU HAVE TO CHASE ALL OVER TOWN AFTER EVERY SUPER-POWERED LOONY? WHY CAN'T ***DAREDEVIL*** OR THE ***FANTASTIC FOUR*** DECK THIS CLOWN?

YOU'RE UP FOR THE ***DUNSON*** AWARD. YOU HAVE TO ***BE*** THERE!

AWARD? ***ME?*** ***HA!*** JOLLY ***JONAH'S*** ONE OF THE ***JUDGES.*** HE'D ***NEVER*** LET ME WIN. BESIDES, I'LL GET SOME GREAT SHOTS TONIGHT FOR ***NEXT*** YEAR'S AWARD! I PROMISE!

OKAY, HONEY? OKAY! GOTTA GO.

KLIK

SHE'LL BE OKAY...

NOW WHICH FORK IN THE YELLOW BRICK ROAD DID THAT ***TIN MAN*** TAKE?

OKAY. I'LL MAKE THE ***BEST*** OF THIS. I ***SWEAR*** I WILL!

DE-ACTIVATE THRUST.

NEWS

HEY! DON'T GET SO CLOSE TO MY PAPERS WITH THAT FLAME!

DOWNLOAD THRUSTER UNIT.

YOU! WHO AM I? I REQUIRE INFORMATION!

OWWW! HEY! I DIDN'T MEAN NOTHIN'...

EEYYAA!

YOU ARE INEFFECTIVE. I MUST ACCESS INFORMATION.

DAILY BUGLE

PHOTOGRAPHY AWARD TO BE PRESENTED TONIGHT

BUGLE PUBLISHER J. JONAH JAMESON AND ENTREPENEUR ABNER DUNSON WITH THE AWARD FOR PHOTO JOU... EXCELLENCE TO BE AWARDED TONI...

SCHEMA MODE!

INITIATE!

ACCESSING INFORMATION PLEASE WAIT...

EXCUSE ME, BUT THAT'LL BE 35¢ IF YOU CAN'T GO AND READ MY PAPERS FER FREE, Y'KNOW. I--

YOU ARE INEFFECTIVE. I HAVE NOT ACCESSED THE NEEDED INFORMATION!

INFORMATION! ACCESS INFORMATION! ACCESS! ACCESS!

KRAMM

YOU'RE "ACCESSING" TO *EXCESS*, PAL! TIME FOR SOME *DESISTING* INSTEAD!

PROGRAM INTERRUPTED! EXITING SYSTEM!

KWANG

I DON'T KNOW *WHAT* YOU DESIGNED THAT METAL SUIT FOR, BUT USING IT FOR *THRASHING NEWSSTANDS* IS A BIT OF *OVERKILL*, WOULDN'T YOU SAY?

WHAT SAY WE *WEB YOU UP* AND TALK IT OVER?

SCHEMA MODE!

OH NO, THIS TRICK *ALWAYS* WORKS.

INITIATE!

HOLEE--! HIS STRENGTH QUOTA JUST *QUADRUPLED!*

GOTTA *LET GO* OR I'M A *WALL PIZZA!*

OWW! OKAY, SO MAYBE I'M A **BUS** PIZZA. AT LEAST IT'S LESS RESISTANT THAN **BRICKS**

I GAVE UP A COMFY **AWARDS DINNER** FOR **THIS?**

AAAAHHH!

KRREEE

KA

DAILY BU

READ IT TODAY... FOR WHOLE STORY!

MEANWHILE, AT ABNER DUNCAN'S **ADARCO CORPORATE HEADQUARTERS...**

YOU'RE CLEARED, MRS PARKER. GO RIGHT IN.

THANK YOU.

MARY JANE WATSON-PARKER. AND WHERE'S THAT OH-SO-TALENTED **HUSBAND** OF YOURS?

PETER WILL GET HERE WHEN HE CAN, JONAH. IN THE MEANTIME, INTRODUCE ME TO **MR. DUNSON.**

CERTAINLY.

MARY JANE WATSON-PARKER, MEET **ABNER DUNSON,** PRESIDENT OF ABNER DUNSON ADVANCED ROBOTICS COMPANY, OUR HOST.

GOOD EVENING MRS. PARKER I'M A **GREAT** ADMIRER OF YOUR HUSBAND'S WORK.

I WAS AN AMATEUR PHOTOGRAPHER MYSELF, BEFORE FOUNDING MY COMPANY. I ESTABLISHED THESE PHOTO-JOURNALISTS AWARDS IN MEMORY OF MY **SON...**

...I... HE WAS ONE OF THE FEW **AMERICAN** CASUALTIES OF THE **DESERT STORM** CONFLICT...

OH, I'M **SO SORRY.** IT MUST BE DIFFICULT FOR YOU TO VIEW SOME OF THESE **WAR** PHOTOS.

YES, WELL... THEY CELEBRATE AN **HEROIC** MEMORY...

AAHHHH! MEMORY! REMEMBER! NO! NO! WHAT HAVE I BEEN DOING?

716

Metro

NO! MY IMPACT MUST HAVE *DAZED* THE DRIVER! THERE'RE NO *PASSENGERS* -- BUT THE BUS IS ROLLING RIGHT FOR THESE PEOPLE!

THWIP

MAIN

LOOK OUT! LOOK OUT! RUN!

SCHEMA MODE! INITIATE!

KRUMMMMP

BLOCKADE ESTABLISHED!

STOPPED IT! SAVED HER!

HOLD IT RIGHT *THERE*, MAC. YOU'VE BEEN BUSTIN' UP STUFF ON THIS STREET LONG *ENOUGH*!

WAITAMINNIT! HIS *VOICE*... IT'S *NORMAL*, NOT SO... SO *ROBOTIC* ANYMORE! AND HE *STOPPED* THAT BUS...

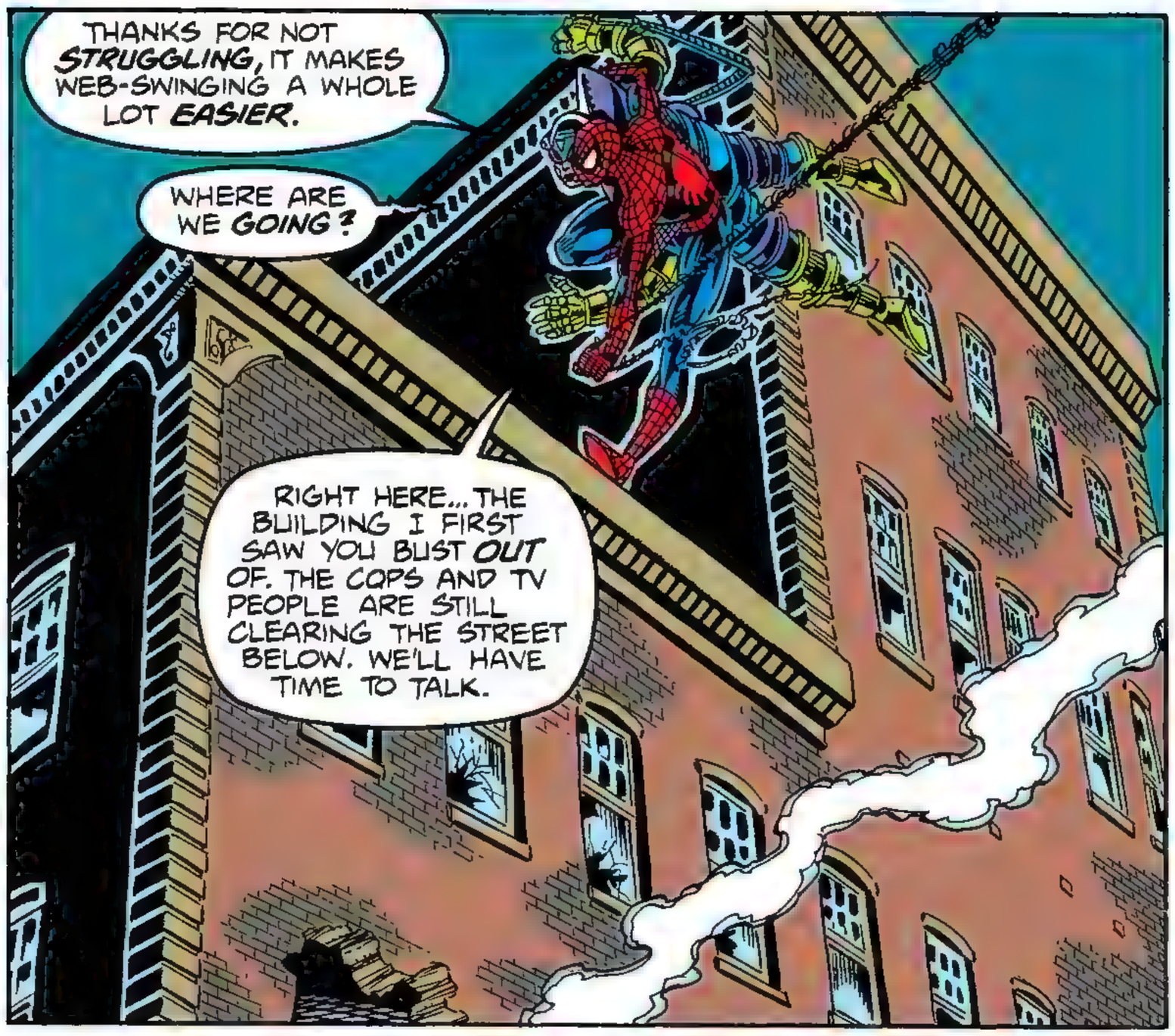
...MAYBE THOSE METAL DUDS WERE CONTROLLING *HIM* INSTEAD OF VICE VERSA.

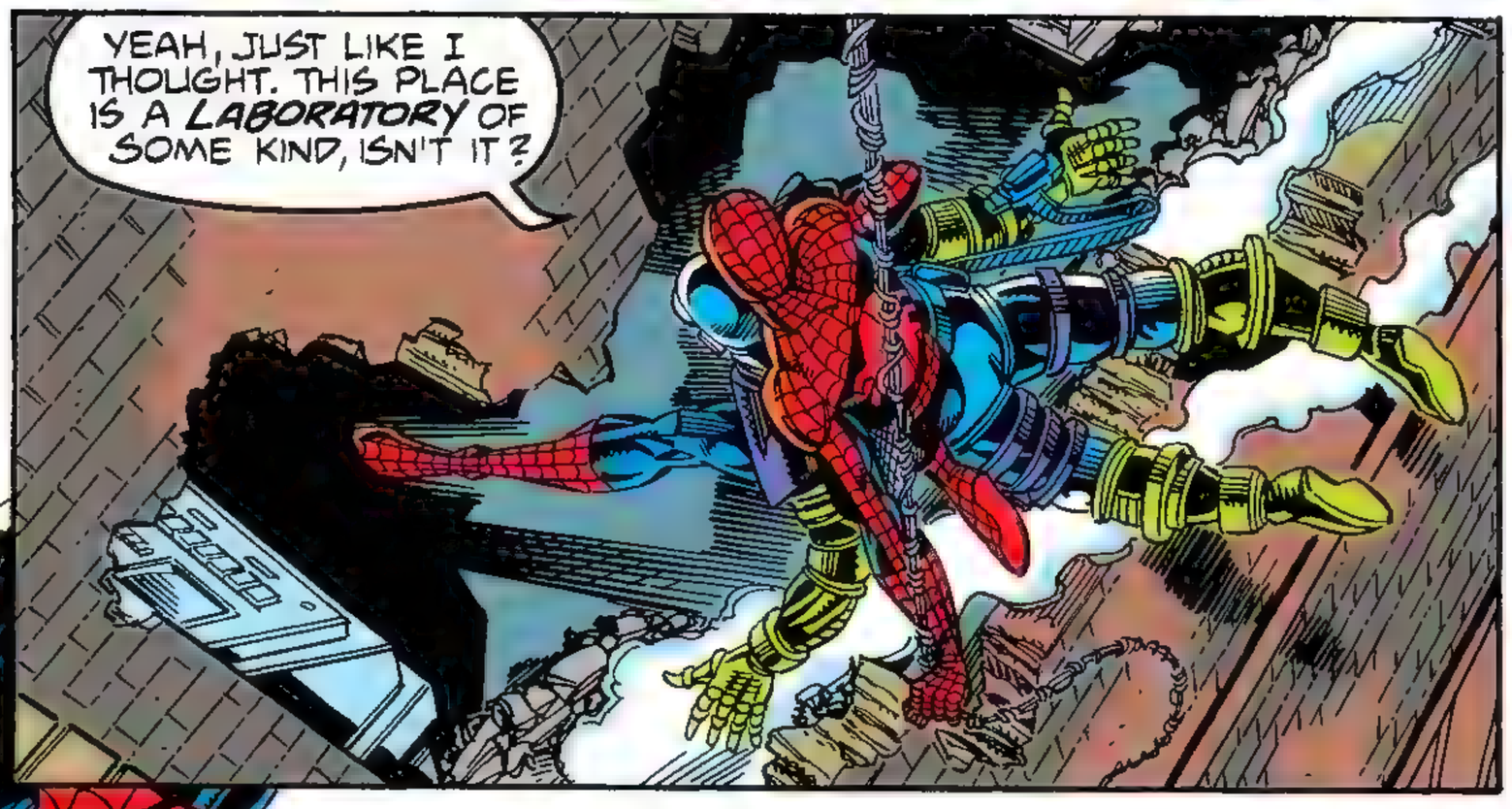
HEY! SPIDER-MAN! WAIT!

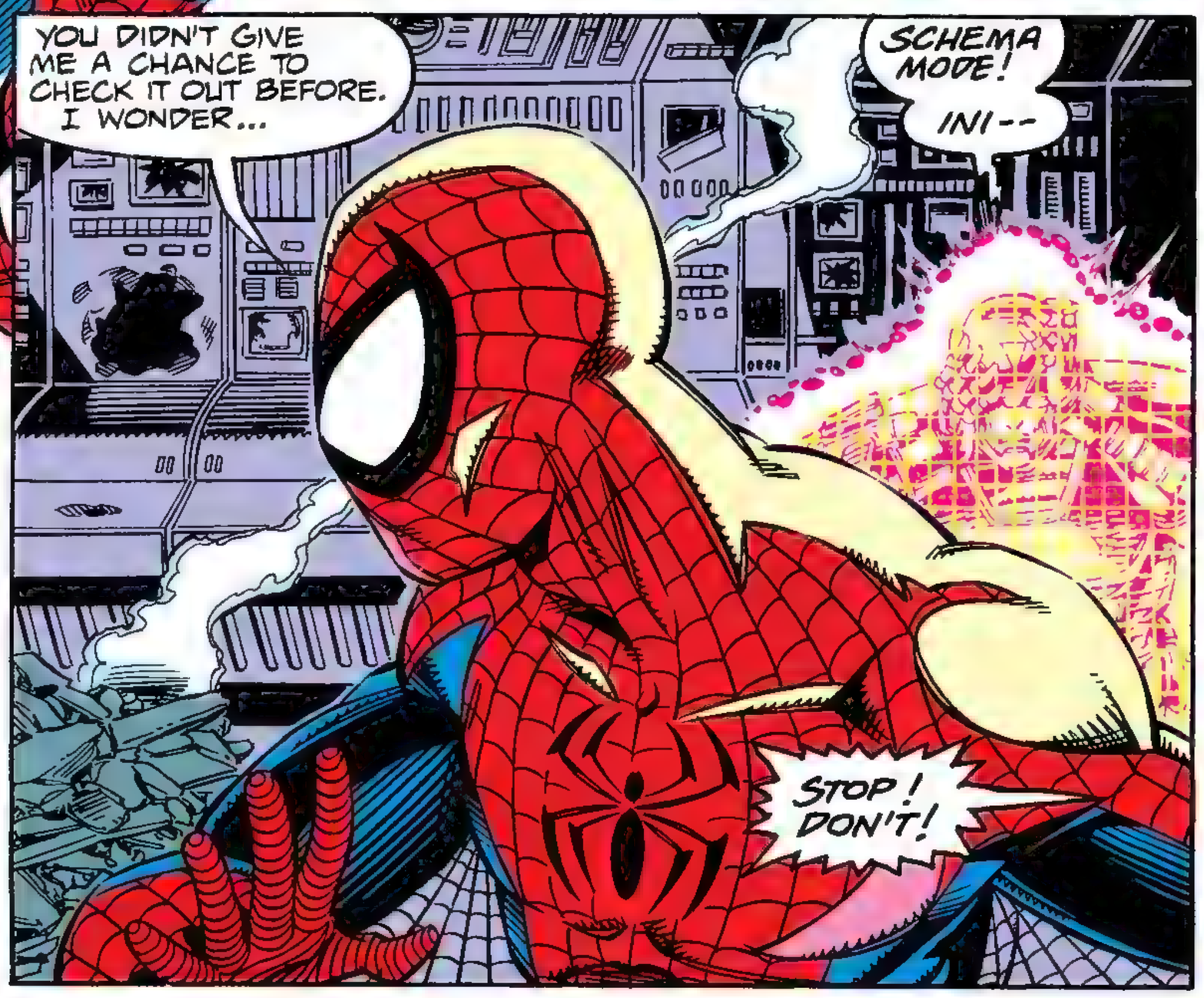
I'LL TAKE CARE OF METAL MYRON HERE, FELLAS. WHY DON'T YOU GO RELAX.

CHAPTER 3

THE SECRET OF ANNEX







HOLEE--! THERE'S SOMEONE UNDER THIS STUFF! HELP ME LIFT IT! CAREFUL! CAREFUL!

SPIDER-MAN!

THAT'S THE NAME ON MY MAILBOX, FRIEND. WHO THE HECK ARE YOU?

MY NAME IS DR. HILLMAN BARTO. I'M PART OF THE SUB-SIDIARY R&D TEAM FOR ADARCO!

ADARCO! YES! I REMEMBER! ACCESSING ADARCO FILE!

NO! NO! DOWN-LOAD THAT FILE! STOP! THAT'S WHAT CAUSED THE PROBLEM IN THE FIRST PLACE!

ACKNOWLEDGED. DOWNLOADING...

OKAY, THAT'S IT. YOU SEEM TO KNOW THE METAL MAN HERE AND YOU UNDERSTAND WHAT HE'S TALKING ABOUT!

IT'S TIME FOR SOME EXPLAINING-- AND YOU'RE ELECTED.

VERY WELL. PERHAPS YOU CAN BE OF SOME ASSISTANCE.

AFFIRMATIVE. EXPLAIN. THIS PLACE PARTIALLY CORRELATES WITH MY PROGRAMS. I BEGAN *UNAWARE.* THEN I WAS *COGNIZANT.* NOTHING PRECEDED. EXPLAIN.

REMARKABLE! REMARKABLE! COME WITH ME. THIS ROOM WAS MERELY AN *ASSEMBLING COMPLEX.* THE MAIN LAB IS...

...HERE!

HOLEE--!

THIS LOCALITY HAS A CORRELATING CONFIGURATION. I *KNOW* THIS PLACE.

NOT HALF BAD, DOC. IT LOOKS LIKE A COMBINATION *CYTOLOGY* AND *COMPUTER* LAB TUCKED INTO WHAT SEEMS LIKE A *WAREHOUSE* FROM OUTSIDE!

REMARKABLY PERCEPTIVE. YOUR SCIENTIFIC KNOWLEDGE OBVIOUSLY EXTENDS FAR *BEYOND* ARACHNOLOGY.

THIS STATION IS *EXACTLY* THAT.

YEAH? AND YOU USE IT TO CREATE METAL *MARAUDERS* LIKE THE *TIN MAN* HERE?

NO, *NO!* NOTHING LIKE *THAT* WAS *SUPPOSED* TO HAPPEN. THERE'S BEEN A *TERRIBLE GLITCH.*

GOING ON A *RAMPAGE* IS A "*GLITCH*"? WHAT *WERE* YOU TRYING TO DO HERE?

OUR GOAL HAS TO DO WITH *PROSTHESES*--*ARTIFICIAL LIMBS.*

YOU'RE TRYING TO CONVINCE ME THAT THIS ENTIRE SYSTEM IS RIGGED UP TO CREATE *INSTANT ARTIFICIAL LIMBS*?

YES, *EXACTLY.*

WELL THAT DOESN'T EVEN *BEGIN* TO EXPLAIN THE BIG METAL GUY HERE.

THAT *VAT* OVER THERE IS FILLED WITH *TRANSMITTABLE BIOLOGICAL MATERIAL*--LIVING MATTER THAT CAN BE *TRANSMITTED* OVER ULTRA HIGH FREQUENCY *RADIO* WAVES AND CONFIGURED INTO *ANY* SHAPE. WE CALL IT THE *BIO-REGENERATIVE ENERGY WELL*... OR "*THE B.R.E.W.*" FOR SHORT.

CLAD IN THE *ANNEXING UNIT*, ONE CAN ACTIVATE THE *COMPUTER LINKS* AND *ACCESS* THE B.R.E.W.

DON'T YOU *UNDERSTAND*? HE WAS OUR FIRST *VOLUNTEER*. BUT WHEN HE ACCESSED THE *COMMAND PROGRAM*, IT AUTOMATICALLY *DOWNLOADED* HIS ORIGINAL *PERSONALITY* AND *MEMORY!*

MEMORY? MY MEMORY IS LOCKED IN THIS APPARATUS?

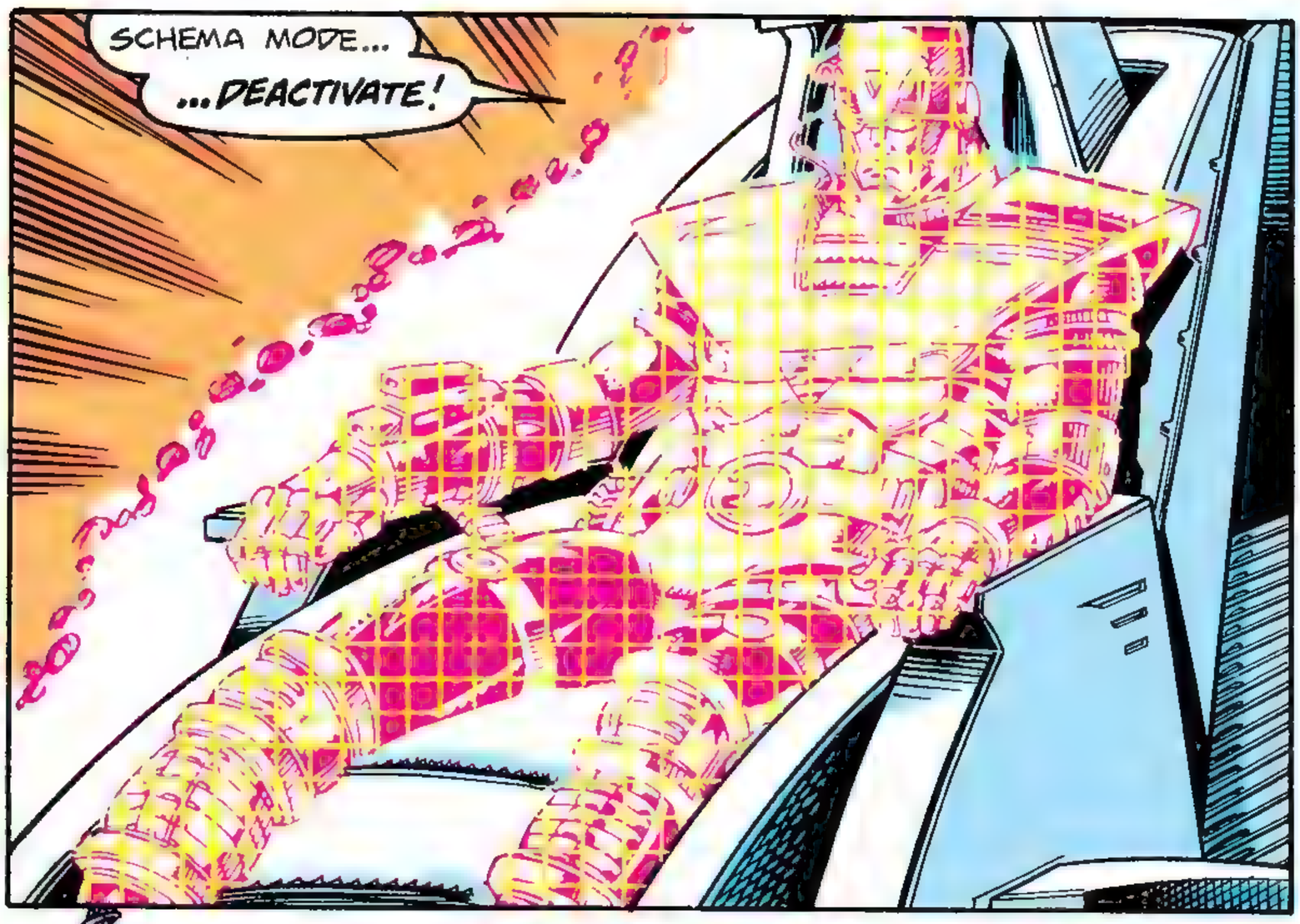
YES, IT WAS *SAVED* ON THE *AUXILIARY BACK-UP DRIVE.*

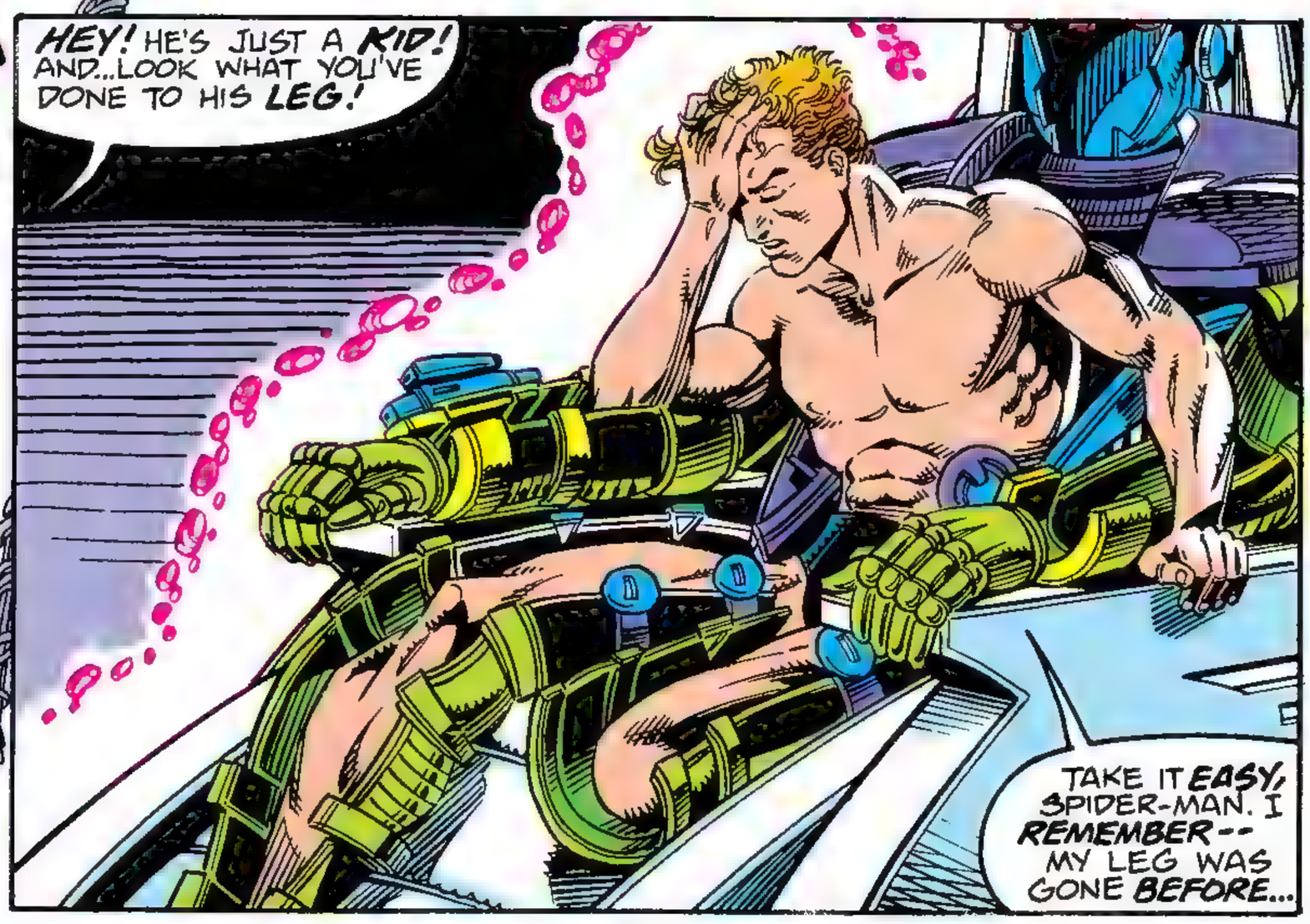
I CAN *RESTORE* YOUR MEMORY, BUT YOU HAVE TO *ERASE SUPEROGOTORY PROGRAMMING.*

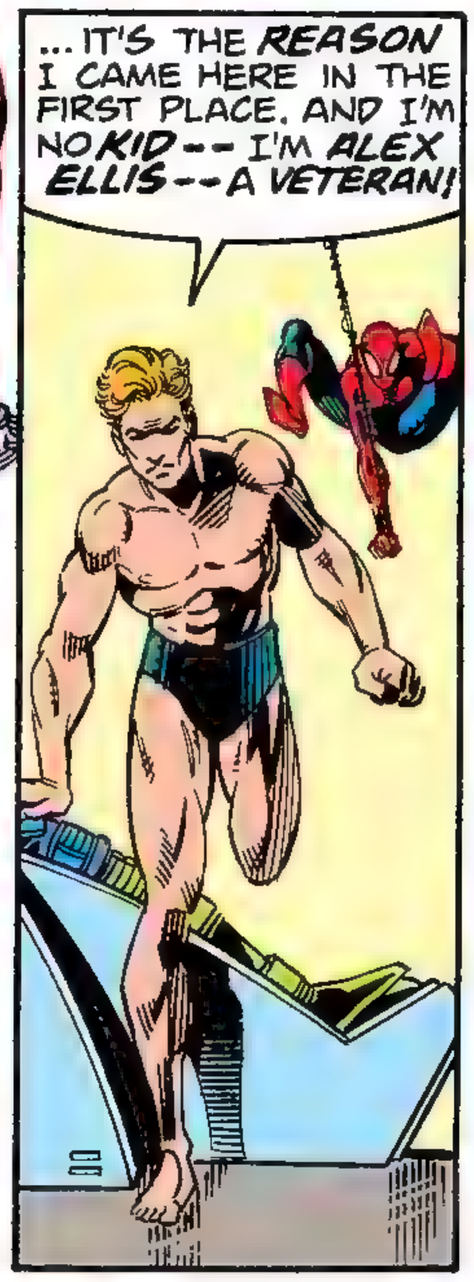
UNDERSTOOD. ERASING FILES NOW. PLEASE WAIT.

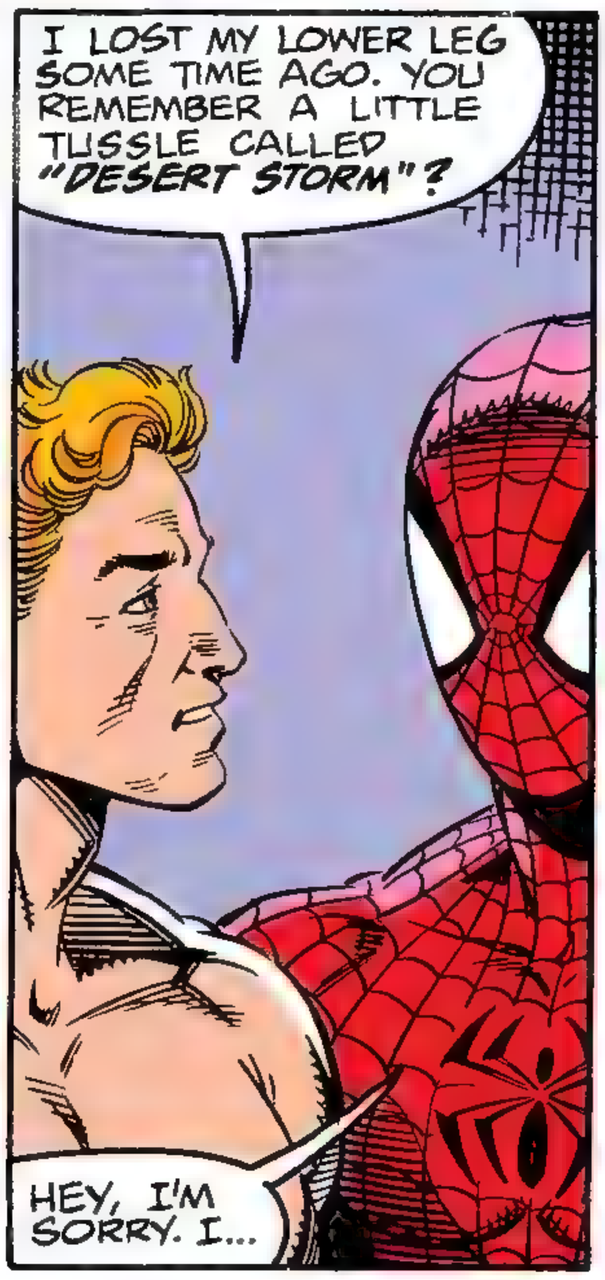
CHAPTER FOUR

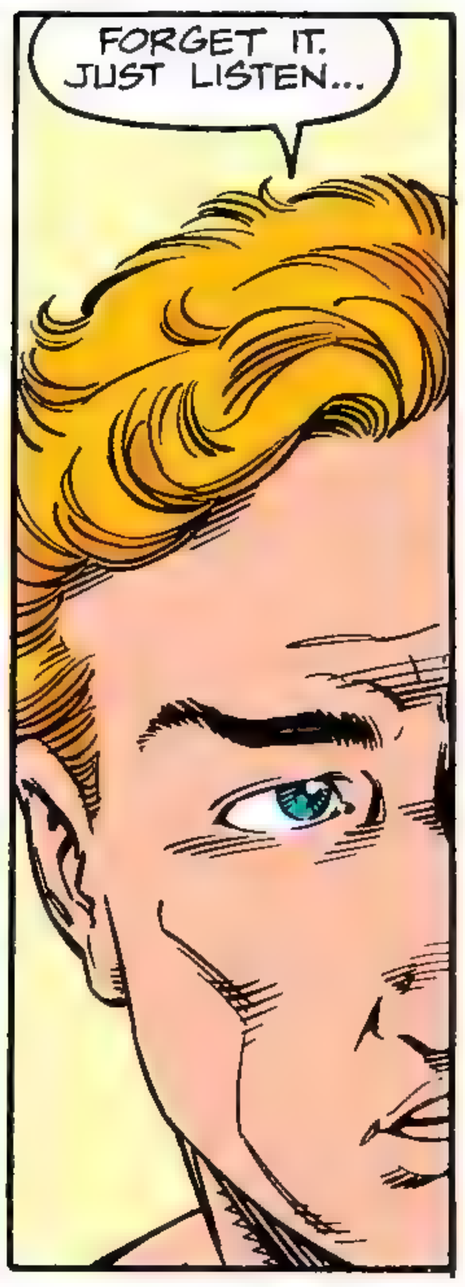
THE ORIGIN OF ANNEX











"IN SEPTEMBER OF 1990 I JOINED THE *INFANTRY* RIGHT OUT OF HIGH SCHOOL. BY *JANUARY*, I WAS HELPING THE *COALITION* PUSH SADDAM HUSSEIN'S *BULLIES* OUT OF *KUWAIT*.

"SOME OF THEM PUSHED *BACK*.

ARRAGH!

"IT WAS LIKE A HOT *NEEDLE* DRIVEN RIGHT THROUGH MY LEG.

HANG ON, DAVEY!

"I NEVER REGRETTED HELPING MY BUDDY, BUT RUNNING ALMOST HALF A MILE ON A WOUNDED LEG, FULL FORCE, WAS A *BIG MISTAKE*.

"THERE WAS ALL THE '*HERO*' TALK AFTERWARDS, BUT I WASN'T LISTENING. I WAS JUST WORRIED ABOUT MY *LEG*.

"I WAS SHIPPED HOME THE DAY BEFORE THE WAR ENDED.

"AND DAVEY-- HE DIED OF HIS WOUNDS, ANYWAY.

"THEY *DECORATED* ME--A *COUPLE* OF MEDALS, INCLUDING THE *PURPLE HEART*.

"I COULDN'T HAVE BEEN *PROUDER*, BUT THEN THEY LAID THE *REAL* BOMBSHELL ON ME...

"THE DAMAGE AND INFECTION IN MY LEG WAS *TOO EXTENSIVE*. THEY HAD TO *AMPUTATE*.

I'M SORRY, SON. WE'VE DONE EVERYTHING WE COULD.

US ARMY

"THEY FITTED ME WITH A *PROSTHESIS.* BUT SOMETHING WAS NOT QUITE *RIGHT.*

"IN THIS SUPER-TECH AGE, MY ARTIFICIAL LEG SEEMED... *PRIMITIVE...*

"A LOT OF WOUNDED VETS *AGREED* WITH ME. WHY WEREN'T WE GETTING *STATE-OF-THE-ART PROSTHESI* AFTER WHAT WE'D *SACRIFICED?*

"*TOP BRASS* AGREED WITH US TOO. EVEN *GENERAL POWELL HIMSELF* SPOKE OUT.

"A SLEW OF COMPANIES CAME FORTH WITH *RADICAL* NEW PROGRAMS FOR NEW LIMBS.

"I SIGNED UP, NEVER IMAGINING THAT **I** WOULD BE ONE OF THE ONES ACTUALLY *SELECTED...*

ADAR

"BUT I *WAS*... AND THAT'S HOW I FIRST MET DR. BARTO...

THIS LOOKS LIKE A MEDIEVAL *TORTURE* DEVICE! WHERE'S MY NEW *ARTIFICIAL LEG?*

NO, NO, ALEX. WITH THIS *ANNEXING UNIT* YOU CAN CREATE YOUR *OWN* NEW LEG!

I KNOW IT'S HARD TO BELIEVE, BUT IT *WILL* WORK. JUST *CONCENTRATE* AND YOUR MIND WILL MANIPULATE THE *ENERGY PLASMA* INTO A *WORKING LIMB!*

I'M... TINGLING ALL *OVER!*

"BARTO WAS RIGHT. I FELT THE ENERGY FLOWING THROUGH MY BRAIN AND RIGHT DOWN MY BODY. WHEN I STOOD...

A *LEG!* IT... IT APPEARED OUT OF *NOWHERE.*

NOT "*NOWHERE!*" IT CAME FROM *THE B.R.E.W.*--AND YOUR *OWN MIND!*

"BUT THEN SOMETHING TOTALLY *WEIRD* HAPPENED.

SCHEMA MODE! INITIATE!

ARRAHHHH! REMARKABLE!

ZZZNWWWWSSHH

YOU MUST HAVE ACCESSED ADARCO'S WHOLE *MUNITIONS DESIGN FILES! INCREDIBLE!*

"IN MY *MIND*... I SAW ALL VARIETIES OF... *WEAPONS!*

"WE THOUGHT IT WAS SOME KIND OF *COMPUTER GLITCH* AT FIRST.

"BUT THEN I BEGAN TO THINK...

"WHAT IF THERE WERE A WHOLE *ARMY* OF ANNEXING UNITS, MANIFESTING THE MOST *SOPHISTICATED HARDWARE IMAGINABLE...?!*

"WE COULD SHOW TYRANTS EVERYWHERE A THING OR THREE--!

"*I'D* SHOW THEM! *I'D* LEAD AN ASSAULT ON THEM--!

"ME... *ALEX ELLIS...*

"...*ANNEX!*"

THUP THUP THUP THUP THUP THUP

CHECK IT OUT, DOC. AN ANTI-RIOT RUBBER BULLET ARRAY!

THIS IS JUST NOT RIGHT! HELLO, ADARCO SWITCHBOARD? HILLMAN BARTO HERE. PATCH ME TO MR. DUNSON IMMEDIATELY! I--

WAIT! WAIT! SOME KIND OF OVERRIDE KICKED IN SPONTANEOUSLY!

MEMORY DOWNLOAD!

DUMP CURRENT FILES!

ARRRAGGHH!

INFORMATION! ACCESS INFORMATION! ACCESS! ACCESS!

YEAH, YEAH. THAT'S WERE I CAME IN. WHAT WENT WRONG?

IT'S PRETTY FOGGY TO ME, TOO, DOC. I ONLY RECALL BITS AND PIECES.

THAT'S THE PROBLEM. NOTHING WENT WRONG. THIS OPERATING SYSTEM IS PROGRAMMED TO DOWNLOAD YOUR MEMORY.

I DOWNLOADED THE WEAPONRY FILE WHICH LEFT ROOM IN THE SYSTEM'S HARD DRIVE TO PUT YOUR MEMORY BACK IN YOUR HEAD.

WHAT I DON'T UNDERSTAND IS WHY THIS SOFTWARE WAS DESIGNED TO DO THAT IN THE FIRST PLACE. I... OH, MY GOD!

WHAT? WHAT?

THERE'S A REPLACEMENT FILE HERE... A COMPLETE MEMORY FILE OF ANOTHER INDIVIDUAL! IF YOU HAD CONTINUED TO RUN THE ANNEXING UNIT, IT WOULD HAVE TOTALLY ERASED AND REPLACED YOUR MEMORY!

WITH WHOSE MEMORY?

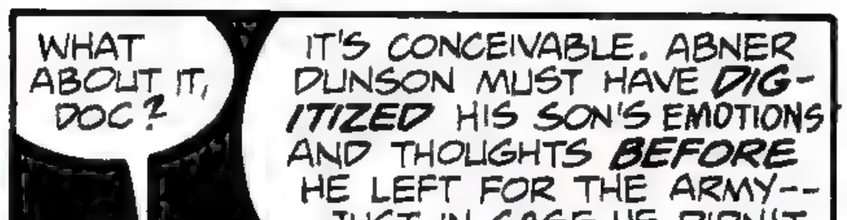
D-DAVID DUNSON! MR. DUNSON'S DEAD SON!

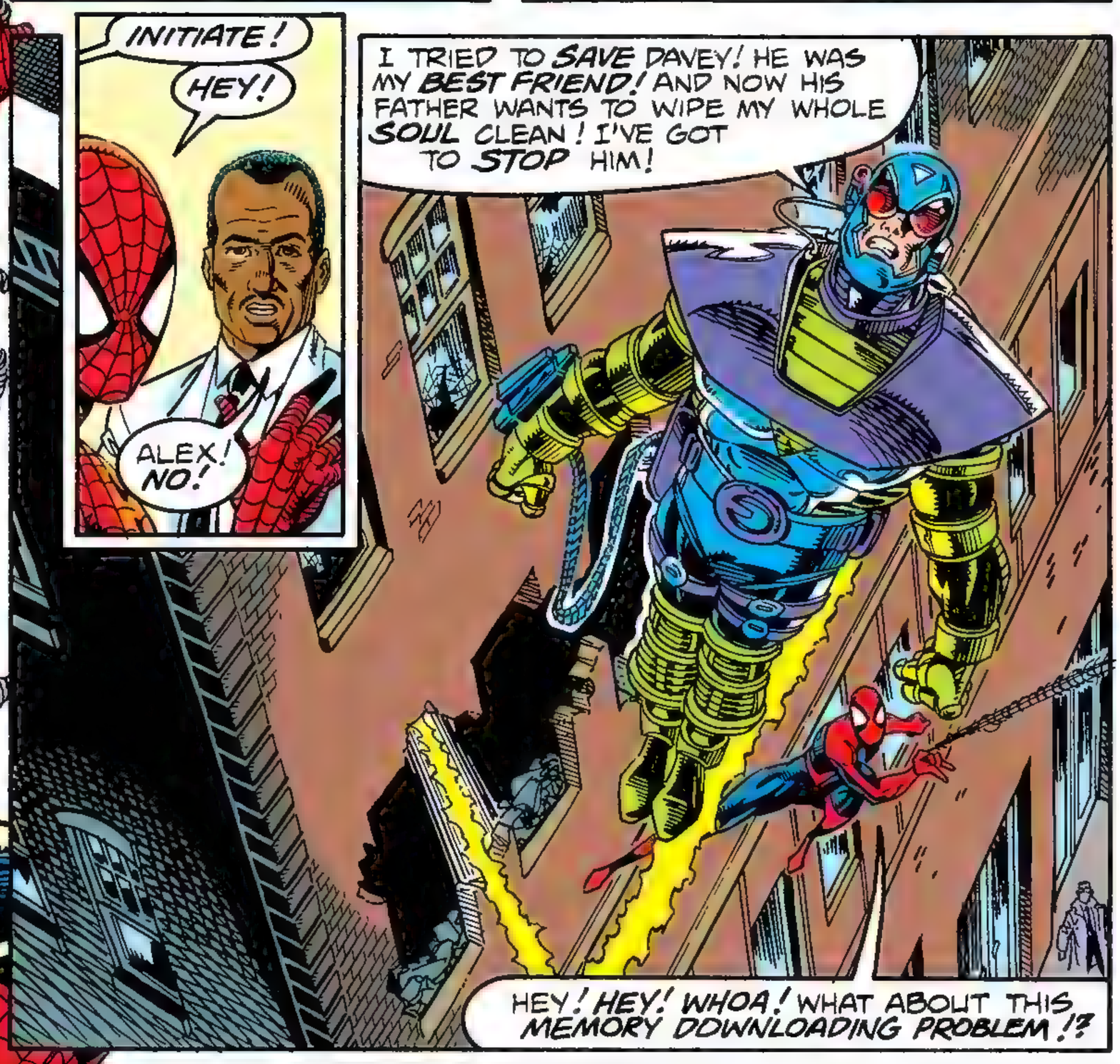
D-DAVEY...?

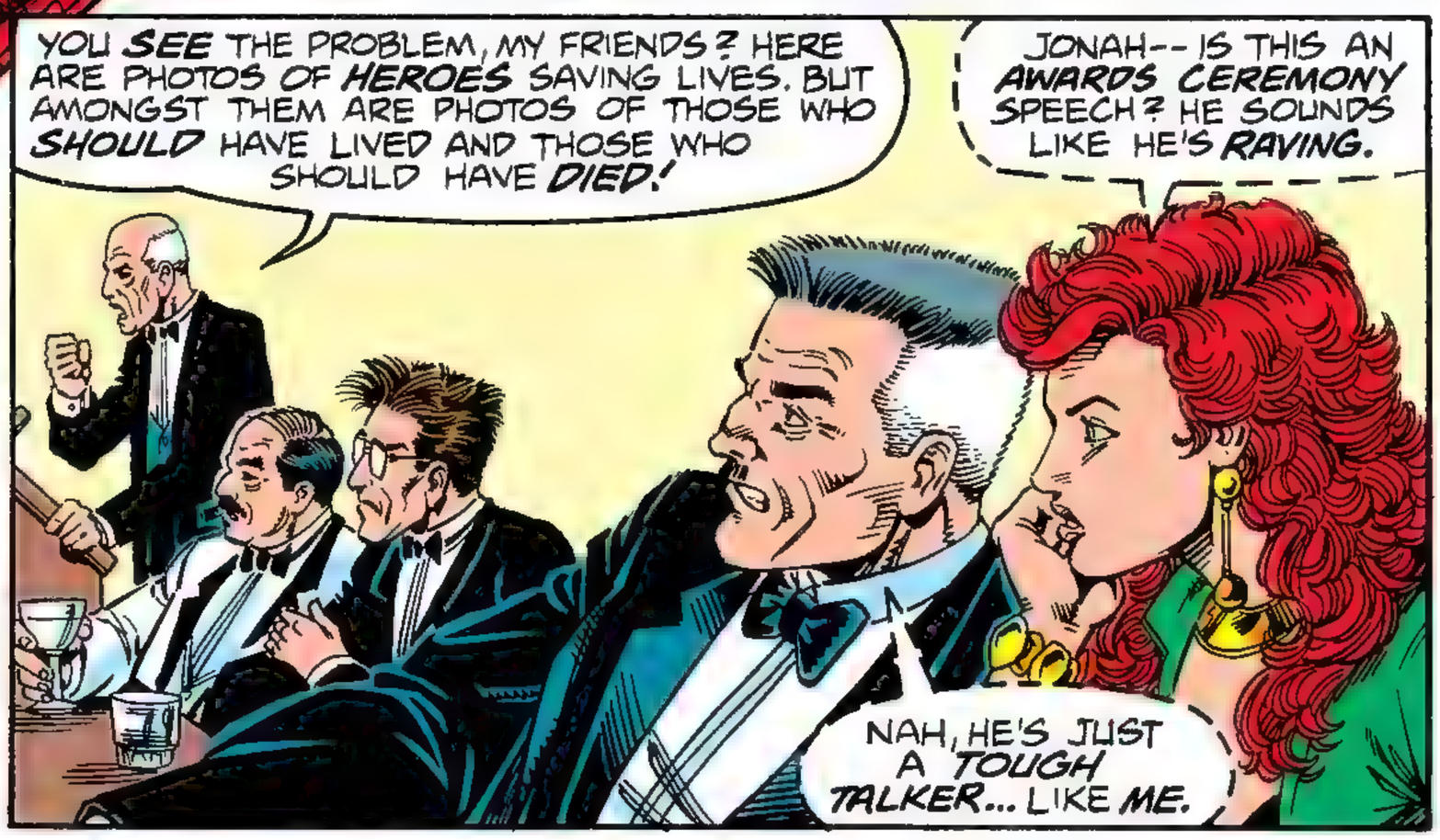
CHAPTER FIVE

THE TRIUMPH OF PH

ANNEX







SEE? HERE IS THE ACTUAL PHOTO OF THIS TREACHERY!

OWW!

THIS CRETIN FAILED TO SAVE MY SON. BUT HE SHALL PAY! HE SHALL PAY!

CRASSSHHH

ABNER DUNSON! YOU MUST BE STOPPED!

HOLY--!

WHAT!? ACTIVATION OF THE ANNEXING UNIT HAS TRANSPIRED! S-SOMETHING'S WRONG! MEMORY TRANSFER SHOULD HAVE BEEN COMPLETE!

YOU'RE NOT DAVEY, ARE YOU?

NO, DUNSON. YOUR PLAN HAS BEEN STOPPED--JUST AS YOU WILL BE!

STOP! HALT! ARREST! CONCLUDE! SUSPEND!

HIS MEMORY'S DOWNLOADING, BUT DAVID'S MIND IS NOT COMING UP. WHAT WENT WRONG?

WEAPONS VELOPMENT

HE'LL BE ACCESSING WEAPONS NEXT, BUT I CAN HANDLE THAT FROM HERE.

DUNSON'S SPONSORING THE PHOTO AWARDS! ANNEX MUST HAVE ABSORBED THAT INFO WHEN HE ZAPPED THAT NEWSSTAND! THAT'S WHERE HE HEADED!

AND THAT'S WHERE MARY JANE IS!

ACCESS MUNITIONS DESIGN FILES!

HOLEE--!! SCRATCH ANOTHER WALL! IT'S DEJA VU ALL OVER AGAIN!

THROOOOMM

STAY BACK! EVERY-BODY JUST STAY BACK!

SCHEMA MODE!

ACTIVATE!

P-SPIDER-MAN!

THWAP

I KNEW IT! I KNEW IT! IF THERE'S DESTRUCTION, SPIDER-MAN'S ALWAYS INVOLVED.

YOUR DOWNLOADING CAPABILI-TIES ARE FUNCTIONING! ACCESS THE 'DUNSON, DAVID' FILE OR I'LL HAVE TO DESTROY YOU!

STOP IT! YOUR POP GUN'S NO MATCH FOR ANNEX!

I CAN CONTINUALLY REPLENISH MY ARSENAL AS WELL! NOW, DOWNLOAD MY SON'S MEMORIES -- IMMEDIATELY!

DR. BARTO'S BLOCKED DAVEY'S FILE...

YOU-CANNOT-BRING-HIM-BACK-NOW!

EVEN-IF-YOU-HAD-SUCCEED ED-THE-SUBJECT-WOULD-HAVE-ONLY-BEEN-A-FACSIMILE-OF-YOUR-SON.

CAN'T? BLOCKED? SHUT-UP! SHUT-UP!

SPIDER-MAN! YOU COSTUMED FOOL, I INVENTED... ANNEX, AS YOU CALL HIM. MY CEREBRAL ACCESS HELMET CAN PULL THE SAME WEAPONS FILES THROUGH THE B.R.E.W. AS HE CAN!

WAIT A SECOND. ANNEX KEEPS DOWN-LOADING MORE AND MORE PERSON-ALITY TO ACCESS WEAPONS...

HE'S SIPHONING OFF HIS HUMANITY! IF HE BECOMES TOO ROBOTIC, HE'LL HAVE NO RESERVATIONS ABOUT KILLING DUNSON!

THEY BOTH CAN ACCESS WEAPONS INDEF-INITELY. AND NEITHER ONE'S A TRUE VILLAIN. YET.

I'VE GOT TO STOP THEM-- WITHOUT HURTING EITHER OF THEM!

MAYBE THIS ADARCO TERMINAL CAN HOOK ME UP TO BARTO.

SPIDER-MAN! ONE OF THEM HAS PUT UP A SCHEMATIC FORCE GRID OVER THE B.R.C.W. I CAN'T SHUT IT DOWN!

AND... WHAT? YES! YES! THAT WOULD WORK! BUT THE COMPUTER'S GENERATOR IS ALMOST BURNED OUT. I NEED MORE ELECTRAL POWER TO DO WHAT YOU SUGGEST.

AND, MOMENTS LATER, ON THE OTHER SIDE OF THE BUILDING...

THERE! THAT LOOKS LIKE IT!

KKKKKKZ

ZZZAP

IF BARTO WAS RIGHT, THIS ELECTRICAL CABLE WILL FEED THE SYSTEM ALL THE JUICE THE GOOD DOC NEEDS-- IF I INSERT IT RIGHT ABOUT...

HERE! YES!

NOW I HAVE TO FIND MY WAY BACK WHILE BARTO DOES HIS THING!

HE DID IT! I'M BACK ON LINE. NOW I'LL DOWNLOAD DAVID DUNSON'S DATA...

...WITHOUT UP-LOADING ALEX'S. HE'LL STILL BE ALEX, BUT HE'LL KNOW EVERY-THING DUNSON'S SON EVER DID!

ARRAAAGGHH!

ACCESSING, ACCESSING, ACCESSING, ACCESSING, ACCESSING, ACCESSING

D-DAD? WHY ARE YOU DOING THIS? YOU COULD HAVE DONE SO MUCH GOOD. YOUR GRIEF HAS CORRUPTED YOU.

DAVEY--!? NO...NO YOU WOULDN'T TURN AGAINST ME! YOU WOULDN'T CALL ME CORRUPT...

YOU'RE NOT DAVEY! YOU'RE NNOOOTTT!!

KKKKRRR KKARRR

I COULD HAVE PROTECTED *MYSELF*-- BUT HE BLASTED THE COMPUTER TERMINAL JUST AS HE *ACCESSED* THAT WEAPONS *FILE!*

HIS MIND IS DOWNLOADING MILLIONS OF BYTES OF *GIB-BERISH! HIS* BRAIN *IS* SHORT *CIRCUITING!*

KA-WHAMM!

OUR PLAN MUST'VE *WORKED!* BUT I DIDN'T THINK SEEING HIS "SON"...

ARRAGGHH!

...WAS GONNA PUSH HIM OVER THE *EDGE!* GOTTA GET HIM *CLEAR!*

SOON...

ADARCO INDUSTRIES

THAT'S THE *LAST* OF THEM, SPIDER-MAN. EVERYONE'S OUT EXCEPT THE *FIRE OFFICIALS.*

EXCELLENT, ANNEX. GOOD WORK

UHN...? DDDLL...?

IT'S ALL *SPIDER-MAN'S* FAULT-- AND MY EDITORIAL TOMORROW WILL *SAY SO!*

SORRY, MR. JAMESON, BUT OUR OWN *INTERNAL SECURITY TEAM* SAW THE WHOLE THING DIFFERENTLY... MR. DUNSON BROUGHT IT ALL ON *HIMSELF!*

SOME DAYS LATER...

THANKS FOR YOUR *HELP,* SPIDER-MAN. THERE'S *NO RECORD* OF THIS PROJECT IN ADARCO'S SURVIVING *COMPUTER* RECORDS... AND I MANAGED TO DOWNLOAD *ALL RELEVANT SOFTWARE* BEFORE THE SYSTEM CRASHED...

WE'D APPRECIATE YOU KEEPING *QUIET* ABOUT US... WE HAVE MORE WORK TO DO AND YOU'RE THE *ONLY ONE* WHO KNOWS THE *WHOLE STORY...*

YOU *GOT* IT, ALEX... DR. BARTO. MY LIPS ARE *WEBBED SHUT.*

PETER...?

MARY JANE! YOU SHOULDN'T BE *UP HERE.*

I...I DIDN'T WANT TO WAIT AT HOME AND HAVE YOU NOT SHOW UP 'TIL LATE...

M.J. ... I--

NOW *LISTEN.* I WANT TO *APOLOGIZE.* YOU DID THE RIGHT THING. YOU DID A LOT OF GOOD AND SAVED A LOT OF PEOPLE FROM BEING HURT. I...I'M *PROUD* OF YOU.

IT'S JUST THAT SOME-TIMES I THINK YOU TAKE ON *TOO MUCH* OF THE LOAD.

YEAH, WELL, MAYBE *YOU'RE* RIGHT, TOO. BUT YOU KNOW I THINK THIS CITY'S GOING TO BE GETTING SOME MORE HELP SOON...

...BECAUSE I'M SURE WE HAVEN'T HEARD THE *LAST* FROM...

...ANNEX!

END.

A REMOTE SECTION OF LONG ISLAND.

THE HEADQUARTERS OF ROMULUS EXPORTS.

STAN LEE PRESENTS

SOLO & BLACK CAT IN DEAD RECKONING

ERIC FEIN WRITER
SCOTT KOLINS PENCILER
BUD LaROSA INKER
STARKINGS LETTERER
JOHN KALISZ COLORIST
DANNY FINGEROTH EDITOR
TOM DeFALCO CHIEF

MY INFORMATION WAS ***CORRECT***, SOMETHING ***STRANGE*** IS GOING ON HERE.

AND I'M GOING TO GET TO THE ***BOTTOM*** OF IT.

OR AT THE VERY LEAST, GET THE OBJECT I WAS HIRED TO ***OBTAIN.***

IT'S NOT EVERY DAY THAT THE CURATOR OF THE METROPOLITAN MUSEUM OF ART UNOFFICIALLY HIRES A ***REFORMED CAT BURGLAR*** TO STEAL BACK AN ***ALREADY STOLEN*** PAINTING.

I GUESS MY FRIEND, ***LESTER CROMWELL,*** PUT IN A GOOD WORD FOR ME AFTER I HELPED HIM OUT A WHILE BACK.*

*SEE WEB ANNUAL #8. --DANNY

THIS SHOULD BE ***SIMPLE.*** MOST OF THE ***SENTRIES*** ARE BUSY ON THE LOADING DOCK.

AND THERE SEEMS TO BE A ***MINIMUM*** AMOUNT OF SECURI --

FREEZE!

-- ***WHOOPS!*** SPOKE TOO SOON!

NEARBY.

BLAST! THE ***BLACK CAT.***

SO MUCH FOR A SURPRISE ATTACK.

I HAVE NO ***CHOICE*** BUT TO STRIKE ***NOW.***

AND SHE'D BETTER NOT GET IN MY ***WAY...***

THE AIR CRACKLES AROUND THE LONE FIGURE --

-- THEN HE IS GONE!

RUNNING WON'T DO YOU ANY GOOD!

BLAM BLAM

YOU HEAR THAT?! THERE'S *TROUBLE* ON THE *ROOF!*

YARGH!

SLASH

CRUNCH

UGH!

THAT WAS FUN. BUT I'D BETTER GET OUT OF HERE BEFORE --

-- HIS FRIENDS ARRIVE.

THERE SHE IS! TAKE HER DOWN!

Oh, BOY. I -- Huh?!

STAND BACK!

WHILE I LIVE, TERROR DIES!

BLAM BLAM BLAM

BLAM BLAM BLAM

NO! DON'T!

THE BARRAGE OF GUNFIRE IS DEAFENING. NO ONE IS SPARED SOLO'S WRATH.

AFTERWARDS, THE AIR HANGS HEAVY WITH **CORDITE** AND **BLOOD.**

MY GOD. YOU **KILLED** THEM ALL! ARE YOU **INSANE?!**

THEY WOULD HAVE DONE THE SAME TO **YOU.** I THINK YOU SHOULD **LEAVE** NOW.

NOT UNTIL I GET WHAT I **CAME** FOR.

SUCH **SPIRIT.** SHE REMINDS ME OF...

JUST DON'T GET IN MY WAY.

YOU'VE LET ME DOWN, *LAWRENCE.*

=GASP!=

YOU *PROMISED* YOUR MEN COULD HANDLE THE ASSIGNMENT. INSTEAD, *TWO* COSTUMED ADVENTURERS WIPED THEM OUT.

=CHOKE=

I DON'T LIKE *FAILURES.*

=URK!

SNAP

NOW, IT IS TIME FOR THE *REAL CARNAGE* TO BEGIN.

IT WILL BE REFRESHING TO WASH MY HANDS WITH THE *BLOOD* OF MY *ENEMY.*

THE COMPUTER ROOM.

ROMULUS EXPORTS IS A FRONT FOR A NEW TERRORIST ORGANIZATION KNOWN AS ***ARES.***

THEY'VE BEEN ***STEALING*** VALUABLE WORKS OF ART TO SELL OFF TO RAISE MONEY FOR THEIR ***OPERATIONS.***

I'VE BEEN WATCHING THEM FOR SOME TIME, WAITING FOR THEIR ***CORE*** MEMBERS TO SURFACE.

I'VE FOUND YOUR PAINTING. IT'S IN THE SUB-BASEMENT WITH A SHIPMENT HEADED TO ***BERLIN.***

YOU GO GET IT WHILE I FINISH ***DOWNLOADING*** THEIR FILES.

WHATEVER TURNS YOU ON, BIG GUY.

*BUT AS **FELICIA HARDY** LEAVES THE ROOM...*

*...ANOTHER FIGURE TELEPORTS **IN.***

LONG TIME NO SEE, EH, OLD BUDDY?

DEATH-STORM!

I THOUGHT I KILLED YOU ***ONCE*** --

-- BUT IF I ***HAVE*** TO, I'LL KILL YOU ***AGAIN!***

BLAM BLAM BLAM

THE SUB-BASEMENT.

ALL THESE CRATES, IT'S LIKE A SCENE FROM ***CITIZEN KANE.***

SHE'S CUTE. TOO BAD I'VE GOT TO ***WASTE*** HER.

WHILE...

YOUR CONFIDENCE IS ILL ADVISED.

BOOOM

THAT WAS *CLOSE.* HE'S USING SOME KIND OF *ELECTRO-TENDRIL.*

CRESH

HA! DID I *SCARE* YOU, SOLO?

YOU'VE *ALWAYS* SCARED ME. THAT'S OKAY. *FEAR* MAKES ME *STRONGER!*

UNGH!

WHAT ARE YOU DOING?

WHAM

JAMMING A HIGH EXPLOSIVE COMPOUND IN YOUR TENDRIL LAUNCHER.

SCARED?

Noooo!

BOOM

FINALLY! I'VE FOUND IT -- HMM...

NICE TRY. BUT US CATS ***DONT*** LIKE BEING SNUCK UP ON.

WHAK

ARG!

I'M NOT EVEN GOING TO WASTE TIME ***QUESTIONING*** YOU. YOU WOULD ONLY LIE TO ME, ANYWAY.

SO I'M JUST GOING TO EMPTY MY CLIP INTO YOUR ***SKULL*** AND CALL IT A NIGHT.

--BUT I'M STILL ***STRONGER*** THAN YOU WHEN IT COMES TO ***TELEPORTING.***

BLAM BLAM BLAM BLAM

FOOL, YOU MAY HAVE DESTROYED MY ***CYBERNETIC ARM*** --

WHAT ***HAPPENED*** HERE?

NICE WORKING WITH YOU -- ***NOT!***

NOTHING THAT CONCERNS ***YOU. LEAVE!***

*HE STANDS AMIDST THE **WRECKAGE** OF THE BATTLE JUST FOUGHT, KNOWING IT IS NOT THE END.*

*BUT THE VERY **VIOLENT BEGINNING** OF A NEW WAVE OF **TERRORISM.** AND FOR THE FIRST TIME IN YEARS, SOLO **SHUDDERS.***

*WATCH FOR FURTHER ADVENTURES OF **SOLO** AND THE **BLACK CAT!***

Stan Lee PRESENTS:

CURT CONNORS: THE Lizard

MANHATTAN CRIMINAL COURT. WHERE THE FATES OF MEN AND MONSTERS BOTH ARE DECIDED.

FOR PROSECUTER "COWBOY" DAVE HOPKINS, IT'S A CANDY STORE OF LEGAL FEES, LARGE CASH SETTLEMENTS, AND FRONT PAGE HEADLINES.

HE WINS CASES... LOTS OF CASES. THE SYSTEM'S BEEN GOOD TO HIM.

TODAY HE'S HERE TO PROVE ONCE AND FOR ALL THAT--

THE LIZARD MUST BE DESTROYED

MIKE LACKEY
WRITER

AARON LOPRESTI
PENCILER

ANDY MUSHYNSKY
INKER

DAVE SHARPE
LETTERER

RENEE WITTERSTAETTER
COLORIST

DANNY FINGEROTH
EDITOR

TOM DEFALCO
CHIEF

YOUR HONOR, LADIES AND GENTLEMEN OF THE PRESS--WE ARE HERE TO DETERMINE THE FATES OF *TWO PITIFUL* CREATURES.

DR. *CURTIS CONNORS* AND HIS COLD BLOODED ALTER-EGO, THE *LIZARD.*

THE *DEFENSE* WOULD HAVE YOU BELIEVE THAT DR. CONNORS IS *INNOCENT* OF THE LIZARD'S CRIMES-- THAT HE WAS *TRAPPED* IN A REPTILIAN POWERHOUSE ONLY ABLE TO WATCH IN *ANGUISH* WHILE IT REPEATEDLY *KILLED.*

THEY'D TELL YOU THAT THE LIZARD PERSONA WAS "POSSESSED" BY THE SORCERESS KNOWN AS *CALYPSO,* THAT HE IS *NOT RESPONSIBLE* FOR THE ACTIONS OF THE *BEAST* WHO SHARES HIS BODY.

I'M INCLINED TO *DISAGREE.*

CONNORS FREELY *ADMITS* THAT, YEARS AGO, HE DRANK A SERUM OF HIS *OWN CREATION* WHICH HE CALLED THE *BIO-REGENERATIVE FORMULA.*

THE PURPOSE OF THIS SERUM WAS TO GENERATE THE GROWTH OF *NEW LIMBS* IN HANDI-CAPPED PERSONS, VIA A MIXTURE OF REPTILIAN AND HUMAN BLOOD.

WE *ALL* KNOW THE *OUTCOME* OF HIS EXPERIMENTS.

NO, DR. CONNORS DIDN'T *INTEND* TO BECOME THE LIZARD. BUT IN THE YEARS SINCE THE MONSTER'S BIRTH, HE'S MADE *NO EFFORT* TO PERMANENTLY HALT ITS RAMPAGES OR MAKE *ANY* RESTITUTION TO HIS *VICTIMS.*

CURT CONNORS *IS* THE LIZARD. HE'S *RESPONSIBLE* FOR ITS CRIMES!

SOME WOULD PAINT A PICTURE OF CONNORS AS A NOBLE SCIENTIST-- A *DEDICATED FATHER* WITH HIS FAMILY'S BEST INTERESTS AT HEART. I SAY HIS MOTIV-ATION WAS HIS OWN *PERSONAL GAIN!*

SURE, HIS DISCOVERY WOULD HELP OUT THE *LESS FORTUNATE.* IT WOULD *ALSO* HELP HIS SADLY DEFLATED *BANK ACCOUNT.*

IT'S NOT *LIKE THAT.* CURT IS A GOOD MAN--A LOVING FATHER...

...HE'S DEDICATED *YEARS* OF HIS LIFE TO *HELPING* PEOPLE.

I FIND THAT *DIFFICULT* TO BELIEVE, *MRS. CONNORS.*

SOUNDS LIKE HIS *EGO* OVERRULED HIS *COMMON SENSE.* WHY ELSE WOULD HE *TEST* THE FORMULA ON HIMSELF?

IT WAS *DANGEROUS*-- NOTHING LIKE IT HAD EVER BEEN *ATTEMPTED* BY MODERN SCIENCE.

CURTIS *COULDN'T* ASK ANYONE TO TAKE A RISK THAT HE WOULDN'T TAKE HIMSELF.

HE WOULDN'T HAVE TO SHARE THE *PROFITS* EITHER.

BILLY CONNORS-- DID THE LIZARD NOT *ATTACK* YOU ON YOUR LAST BIRTHDAY?

NO. I WOULDN'T SAY HE *ATTACKED* ME

DAD WAS *DESPERATE.* HE NEEDED AN UNTAINTED *DNA* SAMPLE OF A BLOOD RELATIVE TO FACILLITATE A PERMANENT *CURE* FOR HIS-- CONDITION.

THAT'S HOW I GOT THIS *COOL* SCAR.

SO HE CLAWED AT YOUR *FACE*--

--*AFTER* UNLAWFULLY BREAKING INTO YOUR HOME DURING A PARTY WITH A DOZEN YOUNGSTERS IN THE HOUSE?!

IT'S A *MIRACLE* NO ONE WAS HURT.

IT WASN'T *LIKE* THAT! HE HAD *NO INTEREST* IN THE OTHERS!

BILL, LET'S ASSUME THAT YOUR FATHER *IS* CURED OF HIS... *CONDITION,* AS YOU SAY.

WHAT GUARANTEES ARE THERE THAT-- AS IN THE PAST-- HE WON'T SPROUT *FANGS* AND A *TAIL* AT THE DROP OF A HAT?

MR. PARKER, I'M BUDD JACOBS FOR THE DEFENSE. TELL US ABOUT YOUR RELATIONSHIP WITH THE CONNOR'S FAMILY?

I'VE KNOWN THEM FOR YEARS -- ALMOST MY ENTIRE CAREER AS A FREELANCE PHOTOGRAPHER.

I'LL GO ON THE RECORD AS SAYING THAT DR. CONNORS HAS NEVER HURT OR THREATENED HIS FAMILY. IN FACT, HE'S GONE OUT OF HIS WAY TO PROTECT THEM.

NOBODY FORCED HIM TO DO IT. HE DID IT BECAUSE DEEP DOWN -- HE KNEW IT WAS RIGHT.

WHEN STEGRON, THE DINOSAUR MAN KIDNAPPED YOUNG BILLY, THE LIZARD RISKED LIFE AND LIMB TO SAVE HIM!

IN YOUR OPINION, DOES THE LIZARD UNDERSTAND THE CONCEPTS OF RIGHT AND WRONG?

YES. HE MAY EVEN FEEL REMORSE.

I GOT YOUR BOOK, "WEBS," RIGHT HERE, MR. PARKER. GOT QUITE A CAREER TAKING SNAPS OF SUPER HEROES, DON'T YOU?

YES.

THEN IT'S FAIR TO SAY THAT EVERY TIME THE LIZARD RUNS RAMPANT, THAT IT'S MONEY IN THE BANK FOR YOU, ISN'T IT?

THIS ISN'T ABOUT MONEY! I CARE FOR THESE PEOPLE!

MR. PARKER, YOUR ANSWER PLEASE.

YES.

THE DEFENSE CALLS THE NEXT WITNESS--

the AMAZING SPIDER-MAN

CALL ME WHENEVER YOU WANT--AS LONG AS IT'S NOT *LATE* FOR DINNER!

I OBJECT!

HOW DO WE KNOW THAT THIS IS THE *REAL* SPIDER-MAN?

LOOK AT HIM, MR. HOPKINS, HE WAS STICKING TO THE *CEILING*.

I'M SATISFIED WITH THE *PRECEDENTS* OF SUPER BEINGS TESTIFYING IN NEW YORK CRIMINAL COURT. SPIDER-MAN MAY PROCEED.

HEAR THAT, *TEX*? THE MAN'S *ALL HEART*.

MR. SPIDER-MAN AS OUR *EXPERT WITNESS*, WHY DO YOU FEEL THE LIZARD IS SO DANGEROUS?

IN A WORD, DAVE-- *PASSION*.

THE LIZARD'S GOT STRONG TIES WITH THE CONNORS FAMILY. HE WANTS TO MAKE THINGS RIGHT BETWEEN THEM, BUT DOESN'T KNOW *HOW*.

WHEN TREATED WITH RESPECT--*DIGNITY*... AS AN *INDIVIDUAL*, NOT A MONSTER, THE LIZARD CAN BE REASONED WITH.

HEY-- HE MIGHT BE GREEN AND UGLY, BUT THE GUY'S GOT FEELINGS, *TOO*!

MR. SPIDER-MAN-- ARE YOU SAYING THE BEST WEAPON AGAINST THIS MONSTER-- IS A *HUG*?

SAPPY AS IT SOUNDS... *YES*!

DR. STEVEN BUNCHE, AS A SPECIALIST IN CIRCULATORY FUNCTIONS AND HEMO-TOLOGY. TELL THE COURT THE RESULTS OF DR. CONNORS' RECENT BLOOD TEST.

WELL, TRACES OF THE B.R.F. FOUND IN DR. CONNOR'S BLOOD.

ANY CHANCE OF ANOTHER TRANSFORMATION?

OBJECTION! CALLS FOR SPECULATION!

OVERRULED. DR. BUNCHE IS AN ACKNOWLEDGED EXPERT IN HIS FIELD.

THE PROBLEM ISN'T SIMPLY THE B.R.F. IN CONNOR'S BLOOD. MANY CHEMICALS WERE USED OVER THE YEARS TO INITIATE TRANSFORMATIONS.

FRANKLY, THERE'S NO TELLING WHAT IS GOING ON WITH THIS MAN'S METABOLISM.

THE LONG AND THE SHORT OF IT IS THIS--WHILE THE B.R.F. IS IN HIS BLOOD, THERE'S THE RISK OF TRANSFORMATION.

OBJECTION! THE EFFECTS OF THE B.R.F. WERE RECENTLY NULLIFIED!

CURT CONNORS IS CURED OF BEING THE LIZARD.

MR. JACOBS, CURING DR. CONNORS OF THE LIZARD IS EASY... IT'S BEEN DONE LOTS OF TIMES.

YOUR HONOR, I FEEL THAT IT'S TIME *I* ADDRESS THE COURT.

I THINK THAT I *SHOULD* BE INCARCERATED BECAUSE THE *RISK* OF TRANSFORMATION *DOES* STILL EXIST, HOWEVER SMALL.

AND, ALTHOUGH MY CONTROL OF THE LIZARD *HAS* BECOME MORE PRONOUNCED, IT'S BEEN PROVEN RELATIVELY EASY TO CIRCUMVENT MY INFLUENCE OVER THE BEAST.

AS A *SCIENTIST* DR. CONNORS, WHAT COURSE OF ACTION WOULD *YOU* RECOMMEND?

TEMPORARY INCARCERATION IN THE *VAULT.**PERHAPS THERE I CAN PUT MY KNOWLEDGE OF BLOOD AILMENTS TO *GOOD USE.*

SET UP A LAB FOR ME--LET ME *PAY* MY DEBT TO SOCIETY BACK WITH *MEANINGFUL WORK,* NOT BANAL CONFINEMENT.

EVER SINCE THE LIZARD WAS BITTEN BY THE LIVING VAMPIRE, *MORBIUS,* HE'S GROWN EVER MORE CUNNING. SOCIETY SHOULDN'T HAVE TO FEAR HIS RAMPAGES.

*FEDERAL PRISON FOR SUPER VILLIANS. -- DANNY

I DO *NOT* CONSIDER MYSELF *GUILTY* OF THE LIZARD'S CRIMES, BUT I AM *RESPONSIBLE* FOR THEM...

...AND THE BLOOD OF HIS VICTIMS WILL BE ON MY HANDS-- *FOREVER!*

THEN I HEREBY RULE FOR AN *INDETERMINATE* INCARCERATION--

--AT LEAST UNTIL APPROPRIATE ACTION CAN BE DETERMINED.

BY WAIVING YOUR RIGHT TO TRIAL BY JURY, THUSLY *COMMITTING* YOURSELF TO THE CARE OF THE *STATE*, YOU WILL BE HELD AT THE VAULT UNTIL THERE IS AMPLE *PROOF* OF *TOTAL REMISSION*.

COURT IS ADJOURNED

THWAK!

IT'S SO UNFAIR, CURT. I KNOW YOU DIDN'T WANT IT TO COME TO THIS.

MARTHA, *PLEASE* -- YOU *MUST* BE STRONG -- THERE'S *TOO MUCH* TO DO.

RETURN TO FLORIDA -- *DESTROY* MY NOTES! THE BIO-REGENARATIVE FORMULA IS JUST *TOO POWERFUL* A FORCE TO EXIST.

AND NO MATTER WHAT... I'LL ALWAYS *LOVE* YOU.

BUT HE CAN'T HELP THINKING, AS HE WATCHES THE NOBLE SCIENTIST LED AWAY TO HIS NEW LIFE --

YOU'RE THE *MAN* OF THE FAMILY NOW, BILL. YOU HAVE BEEN FOR QUITE SOME TIME.

IT'LL WORK OUT, DAD. IT ALWAYS DOES.

--IF THE LIZARD HASN'T GOTTEN WHAT HE WANTED, AFTER ALL.

IT'S BEEN A GOOD DAY FOR "COWBOY" DAVE HOPKINS. YET ANOTHER MENACE TO SOCIETY HAS BEEN SENT PACKING.

MISSION : ACCOMPLISHED. THE LIZARD WILL NEVER TERRORIZE SOCIETY AGAIN.

NOT THE END.

THE *CHASE* IS WINDING DOWN. IT'S BEEN FUN. BUT NOW, IT'S TIME FOR THE *KILL.*

I CAN *SMELL* THE *FEAR*--

--*TASTE* THE *BLOOD*--

--IT IS *SWEET.*

STAN LEE *presents:*
JOHN JAMESON IN...

"Estrangements AND Reunions"

ERIC FEIN	LARRY ALEXANDER	BUD LaROSA	JOE ROSEN	ROB TOKAR	DANNY FINGEROTH	TOM DeFALCO
WRITER	PENCILER	INKER	LETTERER	COLORIST	EDITOR	EDITOR IN CHIEF

I'VE WAITED A LONG TIME--MARSHALLING MY COURAGE.

YES, FATHER, I'VE *DREAMED* OF THIS NIGHT. PLAYING IT OVER AND OVER IN MY HEAD--

--*ENJOYING* IT.

NO! NOT WHEN I'M SO CLOSE.

ALMOST FREE.

YOU DO IT TO ME *AGAIN.*

TAKE CHARGE.

SHOW ME UP.

FINE.

IT ENDS TONIGHT.

ONE OF US WILL *SLAY* THE OTHER!

NOOo!

HEART'S GOING SO FAST. FEELS LIKE IT'S GOING TO *EXPLODE!*

THIRD TIME THIS WEEK I'VE HAD THIS *NIGHT-MARE.*

EVEN THOUGH I'M FREE OF THE *MOONGEM* AND THE CURSE OF THE *MAN-WOLF*, I CAN'T FORGET WHAT I ONCE WAS...

...*A MONSTER.*

COME ON, JOHN, SNAP OUT OF IT. YOU'VE GOT A BUSY DAY AHEAD OF YOU. LOTS OF PEOPLE TO SEE.

BESIDES, HOW BAD CAN LUNCH WITH DAD BE?

STUPID QUESTION.

MY FIRST STOP OF THE DAY IS AT *COSMIC CONCEPTS.*

THEY DO *DESIGN* AND *RESEARCH* WORK FOR *NASA.*

IT'S GOOD TO SEE YOU AGAIN, *HECTOR.* HOW LONG HAS IT BEEN?

TOO LONG, OLD BUDDY.

...AND I THINK I'VE GOT *SOME THINGS* YOU MIGHT BE INTERESTED IN.

BUT I'VE BEEN KEEPING TABS ON YOUR *LITTLE AD-VENTURES* THROUGH THE NEWS.

THAT'S WHY I CALLED YOU.

I HEARD WHAT YOU DID FOR THAT ASTRONAUT...*

*SEE *AMAZING SPIDEY* #375 FOR DETAILS. -- DANNY

VOILA!

I'VE BEEN WORKING ON THIS STUFF IN MY *SPARE TIME.*

I FIGURE IF I CAN SHOW MY BOSSES THAT THIS EQUIPMENT HAS *MERIT,* THEY'LL GIVE ME A *GRANT.*

I DESIGNED THE RIFLE AND SUIT AS SORT OF *SPACE AGE RIOT GEAR.*

IT WOULD GIVE YOU A LITTLE *EXTRA KICK* DEALING WITH THE ENEMY.

WANT TO TAKE IT OUT FOR A *"TEST DRIVE"?*

DEFINITELY.

I DROP THE GEAR OFF AT MY PLACE ON MY WAY TO LUNCH WITH DAD.

I SORT OF WISH I HAD BROUGHT THE RIFLE.

WHY WON'T YOU ACCEPT MY *OFFER?*

IT WOULD BENEFIT *BOTH* OF US.

YOU GET TO FOLLOW YOUR HEART AND THE *DAILY BUGLE* GETS THE STORY.

BANKROLLING ME IS JUST ANOTHER WAY FOR YOU TO KEEP AN *EYE* ON ME.

TO MAKE SURE I DON'T *EMBARRASS* YOU.

NOW JUST A MINUTE. THAT'S NOT TRUE AT ALL--

IT DOESN'T MATTER. THAT'S THE WAY IT *FEELS.*

AND *JONAH JAMESON,* GREAT AMERICAN NEWSPAPER PUBLISHER, ISN'T *CONCERNED* WITH FEELINGS.

WAIT. COME BACK. WE'RE NOT FINISHED.

OH, *YES* WE ARE!

I'M A REAL *PARAGON OF MATURITY.*

WHEN THINGS START TO GET TOO HEAVY, I *SPLIT.*

I HOPE MY APPOINTMENT WITH *MANUEL ROURKE* GOES BETTER.

I'M SO GLAD YOU COULD COME, MR. JAMESON.

I BELIEVE THAT ONLY SOMEONE LIKE *YOU* CAN HELP ME.

WHAT'S THE PROBLEM?

MY SON, *SAMSON,* IS MISSING.

HE WAS A *GENETICS RESEARCHER.* A FEW WEEKS AGO HE WAS INVOLVED IN A HORRIBLE *LAB ACCIDENT.*

IT *CHANGED* HIM. I TRIED TO HELP, BUT HE BECAME MORE AND MORE DESPONDENT. FINALLY, HE RAN AWAY.

I WANT MY BOY BACK, MR. JAMESON. WILL YOU *HELP* ME?

YES.

AVENUE A IN MANHATTAN. NOT A GOOD PLACE TO BE ALONE.

ROURKE TOLD ME THAT HE HAD HEARD RUMORS OF A GANG WITH A MEMBER THAT MATCHED SAMSON'S DESCRIPTION TERRORIZING THE NEIGHBORHOOD.

HEY--!

DON'T HURT ME!

HA. EASY PICKINGS.

I'VE GOT DIBS ON HIS BRIEFCASE!

I CAN'T WAIT TO SEE WHAT SAMSON'S GOING TO DO TO HIM.

TIME TO PLAY.

G-GET AWAY!

YOU HEARD THE MAN--

BACK OFF! NOW!

I HOPE I LOOK SCARIER THAN I FEEL.

THE *WARNING SHOT* GETS THEIR ATTENTION--LETS THEM KNOW I MEAN *BUSINESS.*

WHAT THEY DON'T KNOW IS THAT I WOULD *NEVER* TURN THE BLASTER ON THEM *FULL FORCE--!*

FWHOOOM

I'M NOT A *KILLER.*

UH, SEEYA, SAMSON.

YOU *ATTACKED* MY *FRIENDS.* I *KILL* YOU FOR THAT!

EASY, PAL, I'M HERE TO *HELP.* YOUR DAD IS *WORRIED* ABOUT YOU.

DON'T TALK TO ME ABOUT *HIM.* HE'S ALWAYS *MESSING* IN MY LIFE.

THAT WAS *TOO* CLOSE.

RIIIP

I HOPE HECTOR HAS A *WARRANTY* FOR THAT.

I'M GOING TO *TWIST* YOUR HEAD OFF.

YOU TELL HIM, BIG GUY.

YOU'RE ÷GASP÷ MAKING A ÷CHOKE÷ MISTAKE.

NO, THE MISTAKE WAS *YOURS* FOR COMING HERE-- ÷UNGH!÷

CRACK

I DIDN'T WANT TO DO THAT, BUT YOU LEFT ME NO *CHOICE.*

GOT TO TAKE HIM DOWN, FAST, BEFORE HE CAN GET HIS *SECOND WIND.*

WHACK

THESE *ELECTRO-CUFFS* SHOULD HOLD HIM. I HOPE.

DON'T TAKE HIM AWAY. SAMSON *HELPED* US. WHAT ARE WE GOING TO DO *NOW?*

I DON'T KNOW...

DON'T WANT TO GO...

ALL THE WAY BACK TO ROURKE'S I COULDN'T SHAKE THE STARES THEY GAVE ME AS I LED AWAY THEIR "HERO"...

I CAN'T THANK YOU ENOUGH. I TRUST YOU FOUND THE PAYMENT *SUFFICIENT.*

YES.

I CAN ASSURE YOU THAT I HAVE SAMSON'S *BEST INTEREST* AT HEART. HE'S BETTER OFF HERE THAN AT SOME COLD HOSPITAL.

YEAH.

MY *SELF APPOINTED CRUSADE* IS TURNING OUT TO BE MORE *GRUELING* THAN I THOUGHT.

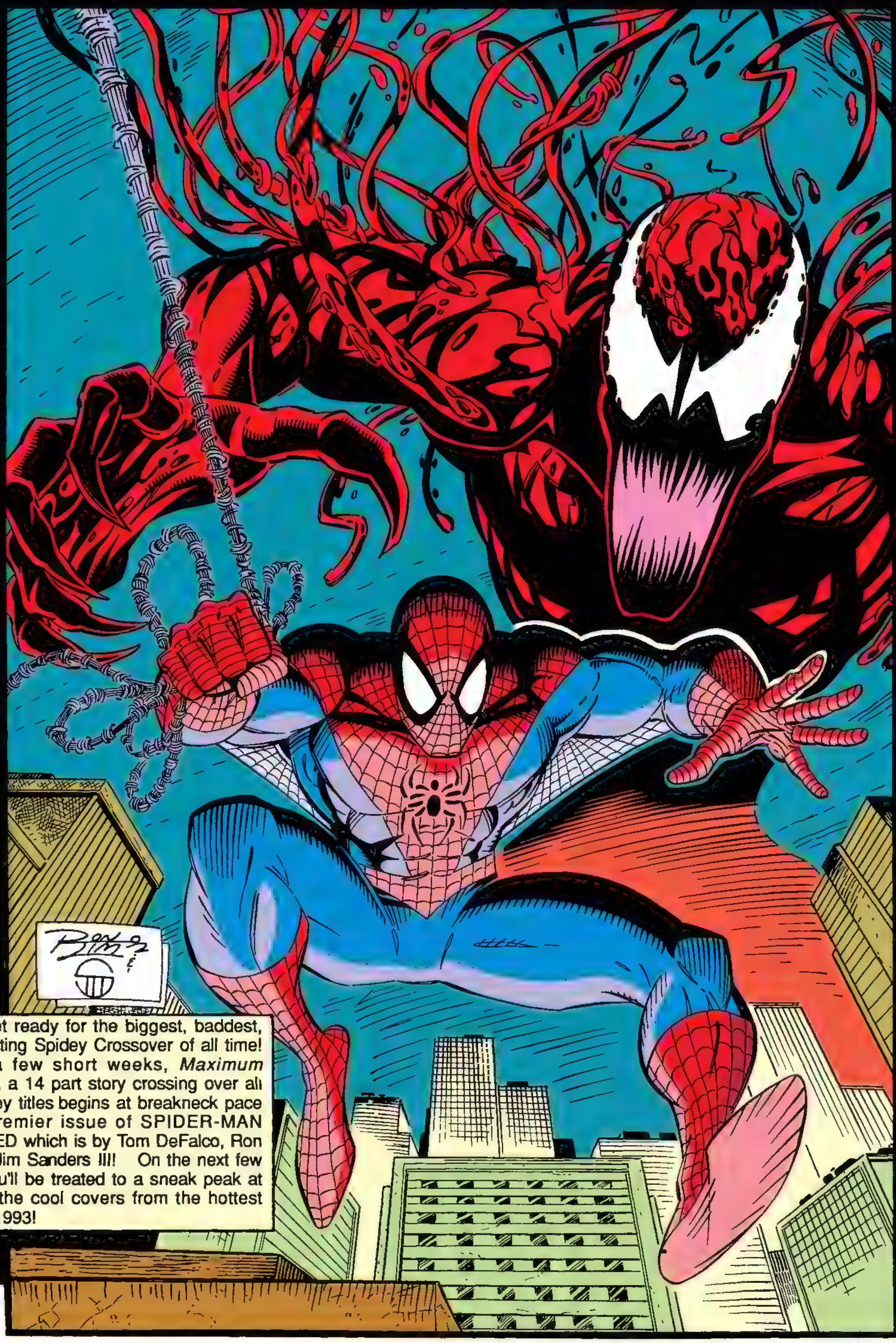
AND INSTEAD OF CLEARING UP PROBLEMS, I FIND MYSELF WITH *MORE* OF THEM.

AND THE NAGGING QUESTION: DO I WANT TO *CONTINUE* WITH THIS?

The End?

MAXIMUM CARNAGE

COVER GALLERY



Get ready for the biggest, baddest, most exciting Spidey Crossover of all time! In just a few short weeks, *Maximum Carnage*, a 14 part story crossing over all five Spidey titles begins at breakneck pace in the premier issue of SPIDER-MAN UNLIMITED which is by Tom DeFalco, Ron Lim and Jim Sanders III! On the next few pages you'll be treated to a sneak peak at some of the cool covers from the hottest series of 1993!

Part Two is by Terry Kavanagh and Alex Saviuk , and appears in WEB OF SPIDER-MAN #101!

AMAZING SPIDER-MAN #378 is the third installment, by David Michelinie, Mark Bagley and Randy Emberlin!

Part four appears in SPIDER-MAN #35, by David Michelinie, Tom Lyle and Scott Hanna.

J.M. DeMatteis and Sal Buscema bring you part five in SPECTACULAR SPIDER-MAN #201.

Things get hairy in chapter six, to be found in WEB OF SPIDER-MAN #102, by Kavanagh and Saviuk.

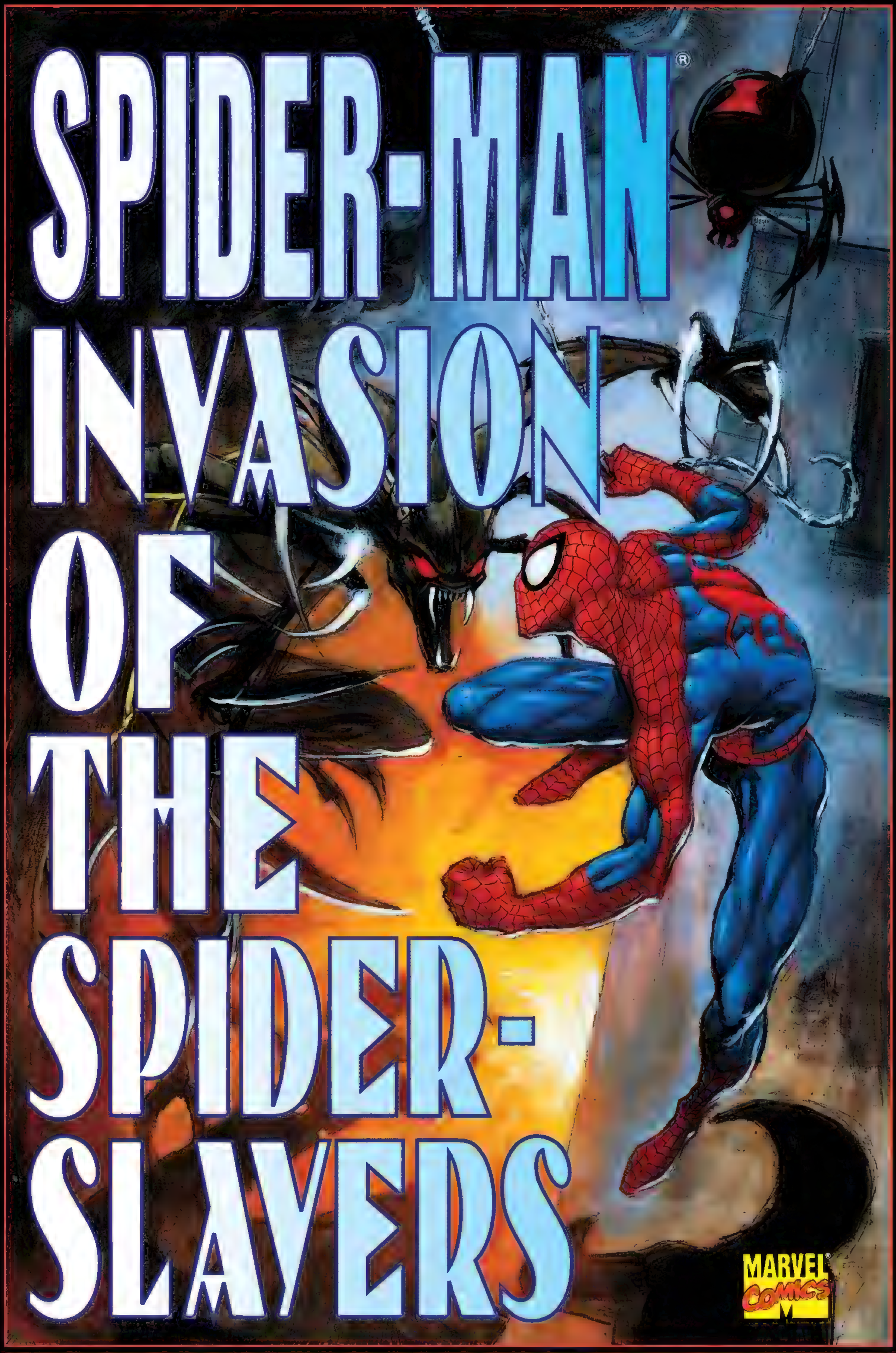
More action and mayhem can be found in AMAZING SPIDER-MAN #379, by Michelinie, Bagley, and Emberlin.

Chapter eight of Maximum Carnage is a blast! SPIDER-MAN #36 is brought to you by Terry Kavanagh and Tom Lyle.

Rounding out our Cover Gallery is the cover to SPECTACULAR SPIDER-MAN #202. Part nine is by DeMatteis and Buscema. Now, although we only had room for our first nine masterpieces, don't forget to check out all fourteen parts of the wildest Spidey epic of all time. You can't say we didn't warn you!

EACH OF MARVEL'S 1993 ANNUALS INTRODUCED AN ALL-NEW CHARACTER AND WAS POLYBAGGED WITH A COLLECTIBLE TRADING CARD FEATURING THAT CHARACTER.

AMAZING SPIDER-MAN ANNUAL #27 TRADING CARD BY TOM LYLE & PAUL MOUNTS



SPIDER-MAN: INVASION OF THE SPIDER-SLAYERS TPB (1995) COVER

In the beginning, there was The Word.

(Well, okay, *five* words — four if you count "Spider-Slayer" as one!)

Which is another way of saying that the majestic saga you now hold in your hands started life much smaller; specifically, it was born as a title.

(Cue flashback.)

We were heading toward our annual bi-weekly binge on *The Amazing Spider-Man*, that period when the books came out every two weeks instead of just once a month; double the pleasure for you guys, double the pressure for us guys! I'd just gotten back from the supermarket, where I'd been stocking up on such freelancer staples as Jolt Cola, industrial strength aspirin and gallon jugs of nerve tonic, and was preparing to start brainstorming a storyline when the phone rang. On the other end was my ever-energetic Spider-editor, Danny Fingeroth. He spoke with his usual enthusiasm:

"I got one word for ya! Okay, *five* words, four if you count — oh, never mind. Ready? Here goes: 'Invasion of the Spider-Slayers'!"

Wow. Simple, yet powerful, in a retro-'50s sort of way. I loved it. "Great title!" I replied. "So what's the story to go with it?"

"Hey," Danny offered with the wisdom of Saul, "*you're* the writer!" Click.

Hearing the echo of a nail being struck squarely on the head, I realized that Danny was right. He'd already done the hard part; now it was up to me to fit skin over the sturdy conceptual bones he'd tossed my way. The obvious solution would have been to have aliens land and try to slay our titular hero. But Spider-Man's a class act and deserves better than the obvious. Then I remembered something from back in the classic Stan Lee era; seems there'd been a character actually called the Spider-Slayer, a killer robot tailor-made to give our hero more trouble than he could handle. Maybe we could take that route, but crank it up to a '90s level of intensity. Yeah!

But meeting that challenge only served to bring up a new one: Robots can be clunky and dull in *one* story if they aren't handled right — how were we going to keep them exciting for six issues? No problemo — I had a secret weapon at my disposal: master artist Mark Bagley! One of Mark's many strengths is a butt-kicking design sense, especially with regard to gadgets and gizmos. I knew that if I could come up with robots that were even moderately imaginative, Mark would draw them with an inventiveness that would almost make them leap off the page. And so the treacherous crew assembled: the monster-bot, the bird-bot, the "Dark Iron Man," the mechanical amoeba, the schizo-bot controlled by three different personalities, and finally the tri-bug-bot, bigger and nastier than all the others combined. Now we were getting somewhere!

Except there was still one little puzzle: *Why* was all this mayhem going on, and who was behind it? We couldn't use the creator of the original Spider-Slayer, Spencer Smythe, 'cause he was busy being dead. (Often a minor consideration in comics, true, but one I felt we shouldn't ignore.) Eventually, I decided that the mysterious mastermind should be someone connected to the Spider-Slayer mythology, a character we'd seen before but who had not yet been developed to his fullest potential. I figured we could alter him a bit and give him motivations that were both logical and unique to his background, influences that were shadowy and sinister enough that they'd virtually crackle with danger when finally revealed. And like the robots, we'd boost this guy to a new level, going so far as to modify him physically so that he could stand toe to toe against our hapless hero, giving him powers that would personally make him...the Ultimate Spider-Slayer!

Everything started slipping into place. In fact, things were almost slipping too fast! The story took on a life of its own, barreling along like a literary snowball down a newsprint mountain! Human villains like Electro, Scorpion and the Tinkerer joined the cast, adding their own illegal agendas to Spidey's growing list of obstacles. Guest stars like the revamped and powered-up Black Cat supplied color and complications. And, of course, there was always Spider-Man's civilian side to consider. Peter Parker's life is complex on his *best* days, and currently we had a set of truly mind-boggling subplots to deal with: the return of his long-thought-dead parents, for example. Were they really who they claimed to be, or were they cruelly toying with Peter's emotions for their own hidden purposes? And then there was Peter's wife, Mary Jane, and her surfacing addiction to cigarettes, a result of her growing inability to cope with the stress of a husband who's constantly in mortal danger. These elements were dutifully incorporated into the storyline and, suddenly, instead of wondering how we were going to *fill up* six issues, we found ourselves wondering how we were going to fit everything *into* six issues! And ultimately, there was the bottom-line question to be answered: Could we make it all work?

Apparently so.

"Invasion of the Spider-Slayers" has become one of the most popular Spidey exploits ever. Nintendo designed a Gameboy adventure around it; Toy Biz has made action figures based on some of the characters we introduced; and the storyline has even been incorporated into the blockbuster Spider-Man animated TV series!

And this is where it all started. The original stories. The Title That Became A Legend. So adjust your web-shooters, folks, then turn the page and hold on.

The ride's about to begin!

DAVID MICHELINIE

THE HISTORY OF THE SPIDER-SLAYERS

by Peter Sanderson

Professor Spencer Smythe was a mild-mannered roboticist who didn't seem to have any interests in life except his own work as an inventor. Intrigued by *Daily Bugle* publisher J. Jonah Jameson's editorials labeling Spider-Man a menace, Smythe created the first "Spider-Slayer" robot and let Jameson use it to hunt down the web-slinger once and for all.

The original Spider-Slayer was primitive compared to the later models, but it already had many of the features that made these machines such formidable threats. Its sensors could detect and track any spider—or even a being with spider-like powers. Spider-Man's webbing could not stick to its slippery chemical coating. Its arms and legs could extend, enabling it to climb walls like Spider-Man himself. The machine's greatest weapons were the superhumanly strong coils it used to ensnare its victim. Probably what Spider-Man liked least about the Spider-Slayer, though, was its two-way video system, enabling him to see and hear the gloating Jameson operating the robot by remote control.

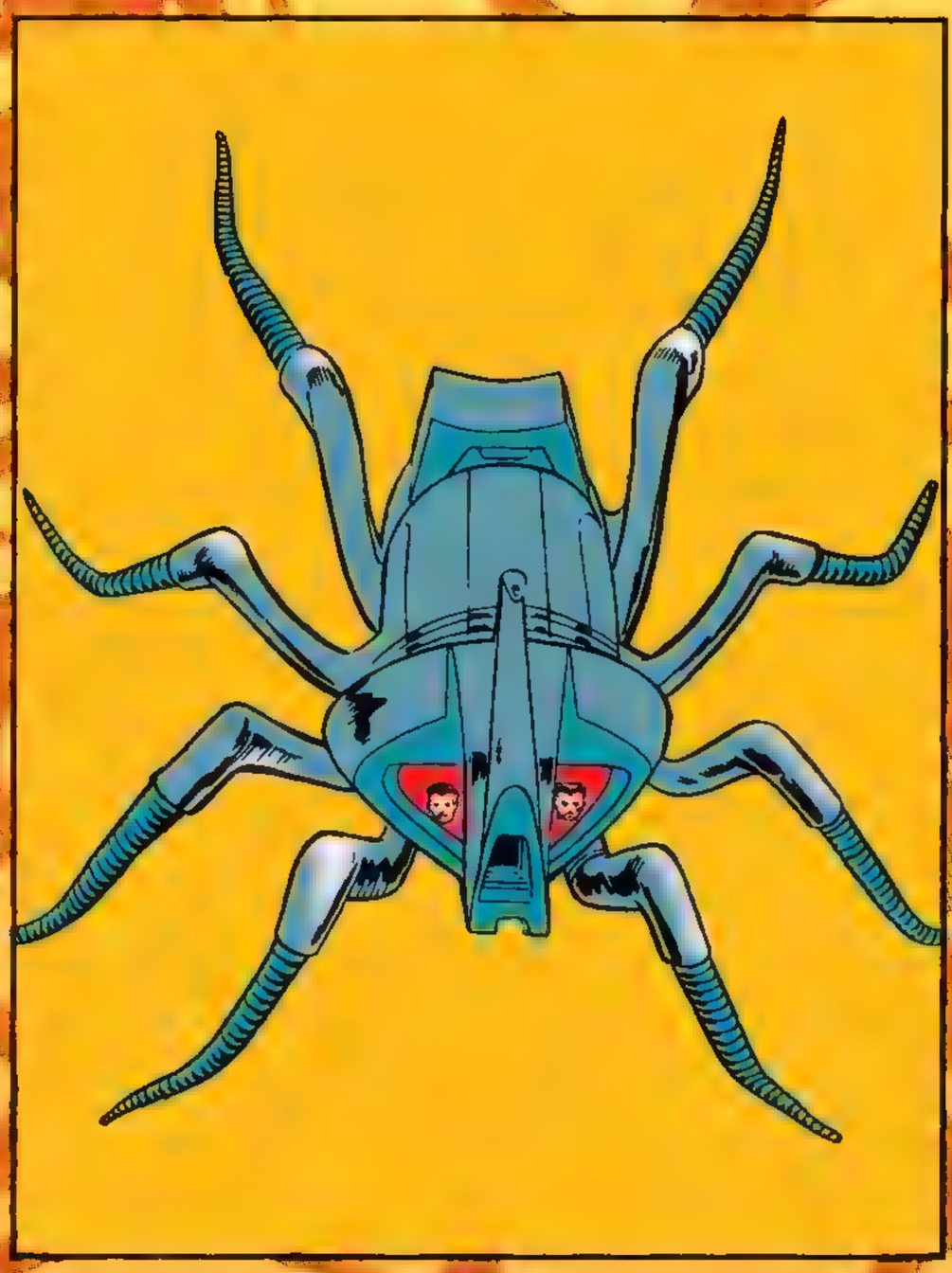
When the robot finally trapped Spider-Man in its coils, Jameson and Smythe rushed to the scene. But before they got there, Spider-Man broke through to the robot's control panel and set himself free, leaving his costume behind to taunt them. Jameson was enraged, but Smythe appeared only bemused on the surface.

But as time went on, Smythe grew obsessed with the failure of his creation. He would not rest until Spider-Man had paid for humiliating him.

So months later Smythe brought Jameson a new Spider-Slayer, a robot with a roughly humanoid form, that was much stronger than the previous model. Its sensors for tracing spider-like beings were far more sensitive than the first Spider-Slayer's, and it could fire lethal "destructo-beam" blasts. Once Jameson sent the machine after Spider-Man, though he and Smythe began quarreling. Jameson merely wanted to capture and unmask the wall-crawler, but now Smythe was out for blood.

Spider-Man, though, reasoned that the obsessed

Smythe had made his new Spider-Slayer too perfect. He lured the robot to Smythe's own laboratory, which was full of captive spiders used as test subjects. Surrounded by the beings it was designed to trace, the Spider-Slayer's ultra-sensitive sensor devices overloaded, causing the robot to explode.

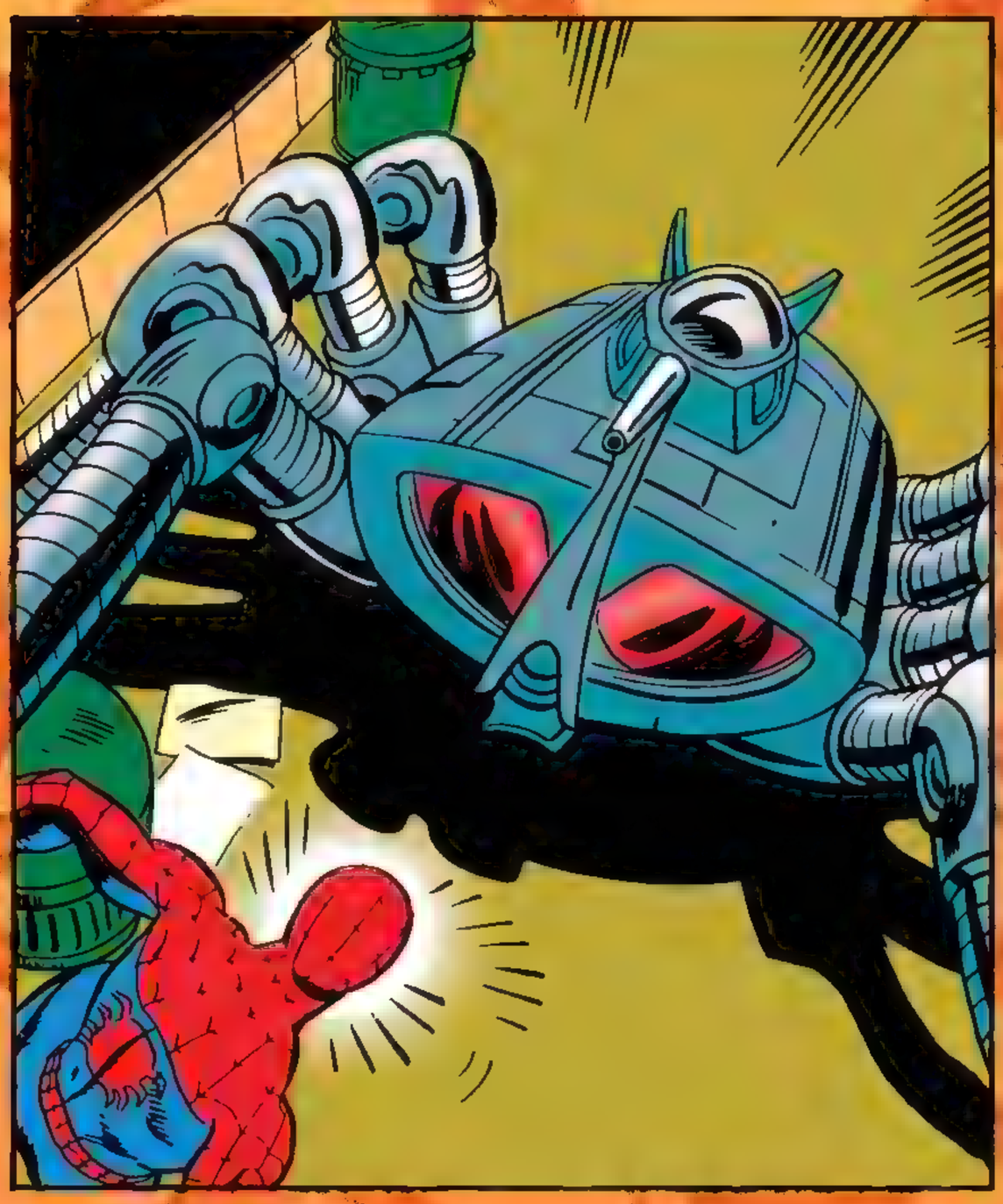


Despite their disagreements, Jameson financed the creation of Spider-Slayer Mark III. Smythe designed this one in the form of a gigantic spider that could shoot its own artificial webbing and use a special blade to slice through Spider-Man's webs.

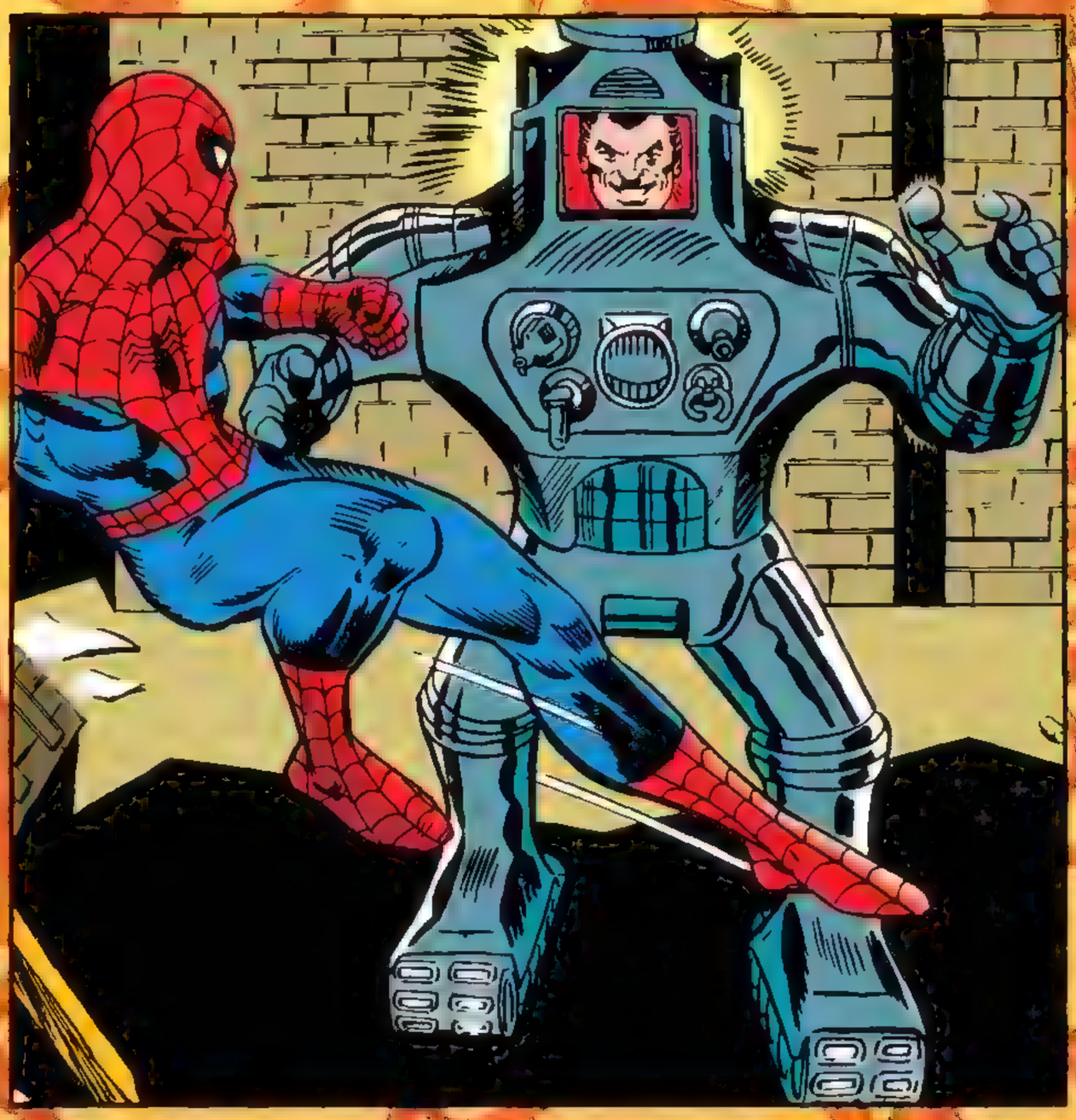
This time Smythe was only using Jameson as a pawn in a bigger scheme. Though Jameson thought he was guiding the Spider-Slayer, it was actually being manipulated by Smythe himself, who used it to steal the master control unit for a city-wide video surveillance system he had designed for the New York City police. Smythe intended to sell the use of the video system to organized crime.

As for vengeance on Spider-Man, Smythe decided to handle that himself with Spider-Slayer Mark IV, an even bigger version of Mark III, that Smythe himself could operate from within. Spraying the web-slinger with ethyl chloride gas from the Spider-Slayer, Smythe trapped Spider-Man in its webbing. But when Spider-Man came to, he wrested himself free, broke into the Spider-Slayer's cockpit, and rewired its controls. So the next time Smythe activated the machine, it literally blew up in his face.

Smythe spent the next year or more vastly improving his skill in robotics; next time he planned to break Spider-Man's spirit before destroying him. First he tired and confused the web-slinger by sending three robots against him, each in the form of one of the wall-crawler's greatest adversaries: the Vulture, the Sandman, and the Kingpin. Each time Spider-Man defeated one of these menaces, it exploded. Exhausted, Spider-Man assumed the approaching Spider-Slayer would also prove to be a fake that would self-destruct. But it was not, and Smythe easily snared his nemesis with his new Spider-Slayer's webbing and steel tentacles. Once Spider-Man realized the truth, he burst free from the tentacles, smashed open the cockpit, and knocked Smythe out.



Tiring of Smythe's repeated failures, Jameson commissioned his future bride, Dr. Marla Madison, to



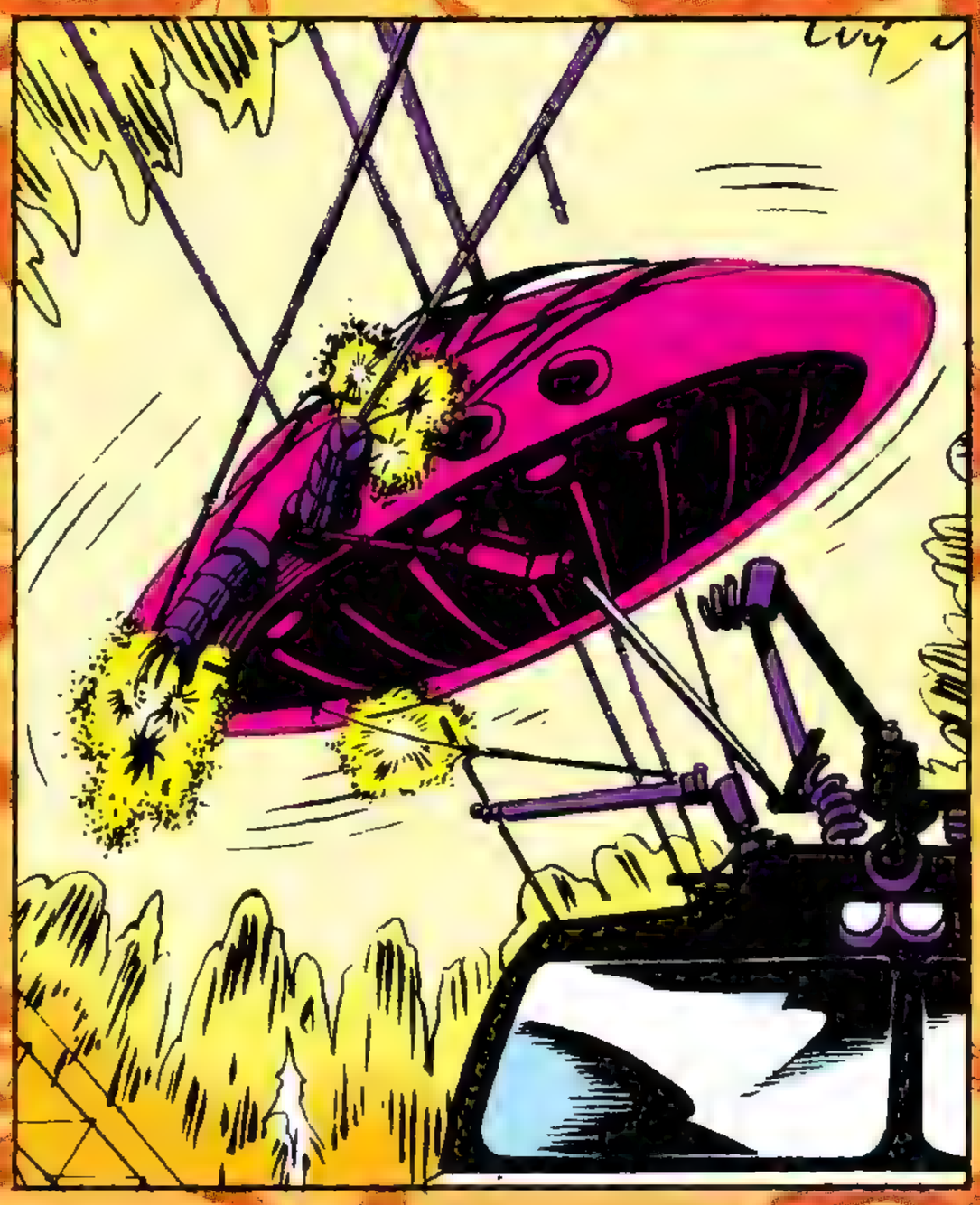
design the next Spider-Slayer. Madison's greatest improvement over the Smythe models was her psycho-cybernetic helmet, which enabled Jameson to remote- control the Spider-Slayer through mental commands. The new Spider-Slayer possessed superhuman strength, shot filament spray that resembled Spider-Man's webbing, and fired a destructive "impulse beam."

Spider-Man would have had his hands full just fighting Madison's Spider-Slayer, but he simultaneously had to deal with another opponent, the Will o'the Wisp. Worse, their battlefield ended up being the skating rink at Rockefeller Center. During the melee, the Spider-Slayer slipped on the ice and skidded directly into the huge statue of Prometheus overlooking the rink. The statue toppled onto the Spider-Slayer, wrecking it. Jameson was humiliated again; worse, he had to pay Rockefeller Center a small fortune to repair all the damage he'd caused.

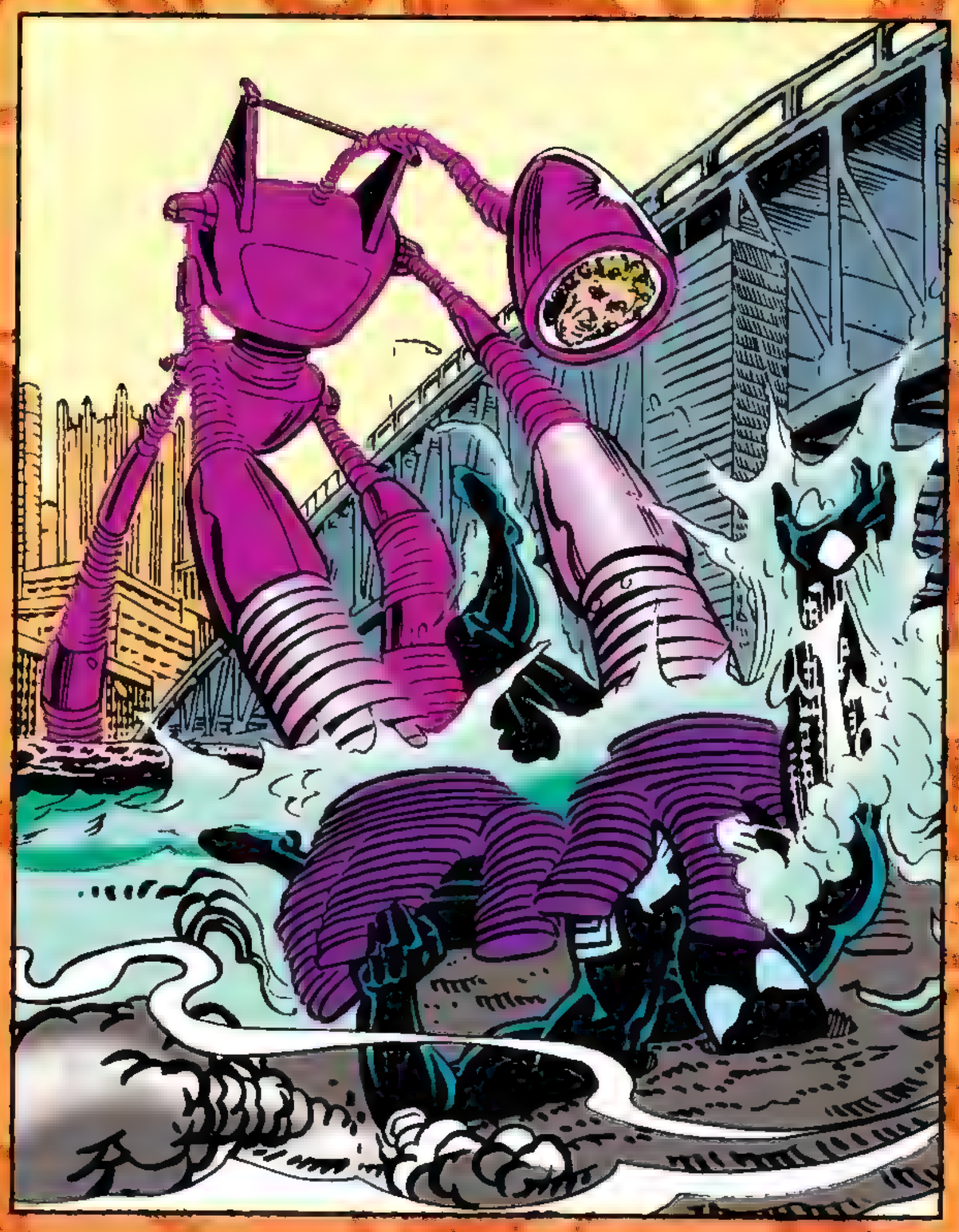
Finally, Spencer Smythe's maniacal obsession caught up with him. He had become so focused on killing Spider-Man that he had not taken enough precautions over his own health. Now he was dying of radiation poisoning from overexposure to the radioactive materials he had used to power the Spider-Slayers. But before dying himself, Smythe was determined to bring about the deaths of the two men he most hated: Spider-Man and J. Jonah Jameson, whom he now blamed for getting him involved with the web-slinger in the first place.

Smythe dispatched his ultimate achievement against Spider-Man: a virtually indestructible Spider-Slayer guided by Smythe's own mental commands. In the ensuing battle, both Spider-Man and the Spider-Slayer fell several stories to the ground below. The Spider-Slayer was smashed beyond repair, and Spider-Man was knocked unconscious. When he awoke, Spider-Man found himself shackled to Smythe's other captive, J. Jonah Jameson. And the shackles contained a bomb set to explode in twenty-four hours—or immediately, if Spider-Man or anyone else tampered with it.

Ironically, Smythe succumbed to death before the twenty-four hours expired, believing he had finally triumphed over his adversaries. But in fact he had not: Spider-Man used liquid oxygen from Smythe's own lab to freeze the shackle mechanism, thereby deactivating it, and then threw the bomb out the window where it detonated harmlessly. The menace of Spencer Smythe was at last over.



But Professor Smythe left behind an heir to his genius, his son Alistaire Alphonso Smythe. The younger Smythe was a disturbed loner, living in dark, filthy quarters, infatuated with technology and obsessed with avenging his father's death. He took a job with Spider-Man's enemy, the Kingpin, in order to finance the creation of his own Spider-Slayer, a one-man flying saucer armed with laser guns, extendable claws, and metallic whips. But Alistaire's own insanity proved his worst enemy: inexplicably, he convinced himself that Spider-Man's future bride, Mary Jane Watson, was secretly the web-slinger and captured her. Luckily, the real Spider-Man saved Mary Jane and lured Smythe into flying the Spider-Slayer into power lines that short-circuited all its weapons systems.



Though Alistaire Smythe survived, he was left a cripple, bound to a wheelchair. Months later, however, he attacked Spider-Man first in New York and then in Pittsburgh with his brand- new Spider-Slayer. This one was a gigantic robot, which Smythe operated from within. It had legs that could extend so far that the robot could tower several stories high. Its arms could also extend, and its fingers could shoot out the familiar coils or emit ethyl chloride gas. But when Smythe once again attacked Mary Jane, Spider-Man smashed the robot open with sheer brute force. He warned Smythe never to threaten anyone ever again. Smythe, though, was far from through with Spider-Man, as the stories in this volume illustrate. And who knows what bizarre and lethal Spider-Slayers Smythe may devise in the future?

MARVEL SWIMSUIT SPECIAL #2 PINUP BY KIRK JARVINEN & BRAD VANCATA • TEXT BY DAN SLOTT

"Now here's one BLACK CAT I'd *like* to see cross my path! But it looks like that big bruiser there is askin' just how lucky I feel today!"

MARVEL SWIMSUIT SPECIAL #2 PINUP BY LEE WEEKS & TOM SMITH • TEXT BY DAN SLOTT

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Book AMAZING SPIDER-MAN Issue # 373 pg # 17

23

NEW YORK; AN "ABANDONED" BUILDING WHERE DANGEROUS CRIMINALS ARE HELD, PENDING TRANSFER TO FEDERAL PRISON.

FOR GOD'S SAKE, PERKINS, TURN IT DOWN.

YOU'RE GONNA KILL HIM!

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VENOM!

THE GET AWAY SCREAM!

DAVID MICHELINIE WRITER & TODD SMITH ARTIST & RICH S. LETTERS & BOB SHAREN COLORS

DANNY FINGEROTH EDITOR & TOM DEFALCO CHIEF

AMAZING SPIDER-MAN #373, PAGE 17 ART BY TOD SMITH
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EYES! LUNGS! PANCREAS!

SO MANY *SNACKS*, SO LITTLE *TIME*...!

--D-DIDN'T DODGE FAST ENOUGH!

I'VE HAD BETTER DAYS

AMAZING SPIDER-MAN #374, PAGE 10 ART BY MARK BAGLEY & RANDY EMBERLIN
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VENOM (2016) #150 REMASTERED VARIANT BY MARK BAGLEY, RANDY EMBERLIN & RICHARD ISANOVE

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Spider-Man is under siege when deadly robots start attacking every time he appears in public. Who is behind their unrelenting assaults? Can Spidey uncover the truth with Electro and the Scorpion standing in his way? And what side deal has Felicia Hardy, the former Black Cat, made with the Tinkerer? Meanwhile, Peter Parker's parents have recently returned home, but a mysterious man is watching their every move. And Venom goes on trial for his crimes — but after an eye-opening battle with Spider-Man, will he turn over a new leaf? Plus: Styx and Stone strike! Annex attacks! And Spider-Man and Doctor Strange duke it out with demons in the Death Dimension!

AMAZING SPIDER-MAN #368-377 & ANNUAL #27,
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